

Hello friends,

I come open-hearted and bearing a gift. My name is Mae Catt. I am a screenwriter. In my line of work there is such a thing called “a general,” as in “general meeting.” Wherein executives of production companies meet little ol’ writers like me, and I am meant to sell myself and my talents, usually by telling a truncated version of my life’s story – how did I become a writer, what do I like writing, what kind of story, what kind of characters.

I tell these people, with rehearsed precision, “I began writing by writing Matrix fanfiction.” I was 13-years-old when I started, and I have never really stopped. Fanfiction, and Matrix fanfiction in particular, were my proving grounds. It was in those childish musings, indulgent self-inserts, meaningless fluff, AU’s, and endless one-shots that I began my self-education. It’s on fanfiction.net, with fandom’s welcoming community, that I learned how to answer the questions of my career; how did I become a writer, what do I like writing, what kind of story, what kind of characters.

The answer to all, in a name, is Agent Smith.

I have heard it said that writers really only write one story, over and over. At least in my case, this is true. In Agent Smith I found my singular focus – a character who, despite the power he holds and accumulates, is ultimately helpless in the face of his own emotions, or the system that so horribly deprived him the ability to understand those emotions. He is the perfect example of how in an oppressive system, even the oppressor suffers. This suffering does not excuse his behavior, but it adds a certain tragedy to his actions. Agent Smith kills and maims and destroys because it is all he understands – it was all he was ever allowed to understand. And once he’s free, once he has the ability and space to grow – he can’t do it. He falls back into what he’s always done. In his clumsy attempts to self-actualize, he destroys himself.

I have received no greater gift in this world than being 13-years-old and watching the Matrix for the first time – hearing Smith’s words, watching Hugo Weaving’s performance.

So, 17 years later, it is 2021 and I am 30-years-old. Hugo Weaving’s production script comes up for auction. It includes Mr. Weaving’s notes, giving precious glimpses and insight into Agent Smith, into the very thing that has shaped me so vitally. I knew I could not live with myself if I did not possess it. After much work, it is mine now. But given the selfless community I grew up in, the Matrix fandom as it was in the 2000’s, I could not, in good conscious, keep this script to myself.

To the Matrix fans out there, and especially my fellow Agent Smith fans, I hope you enjoy this piece of history as I have. Without you, I would not be the writer I am today. Thank you for the encouraging reviews, the inspiring stories, the beautiful fan art. Thank you for the message boards, the LiveJournal posts, and the late nights where I felt a little less alone.

With love,
Mae Catt
The Smiling Shadow

146 168

FADE IN:

On a computer screen; so close it has no boundaries.

A blinking cursor pulses in the electric darkness like a heart coursing with phosphorous light, burning beneath the derma of black-neon glass.

A phone begins to ring, we hear it as though we were making the call. The cursor continues to throb, relentlessly patient, until--

MAN (V.O.)

Yeah?

Data now slashes across the screen, information flashing faster than we can read.

SCREEN

Call trans opt: received. 2-19-98
13:24:18 REC:Log>

WOMAN (V.O.)

Is everything in place?

The man is silent.

SCREEN

Trace program: running.

We listen to the phone conversation as though we were on a third line. The man's name is Cypher. The woman, Trinity.

TRINITY (V.O.)

I said, is everything in place?

The entire screen fills with racing columns of numbers. Shimmering like green-electric rivers, they rush at a 10-digit phone number in the top corner.

CYPHER (V.O.)

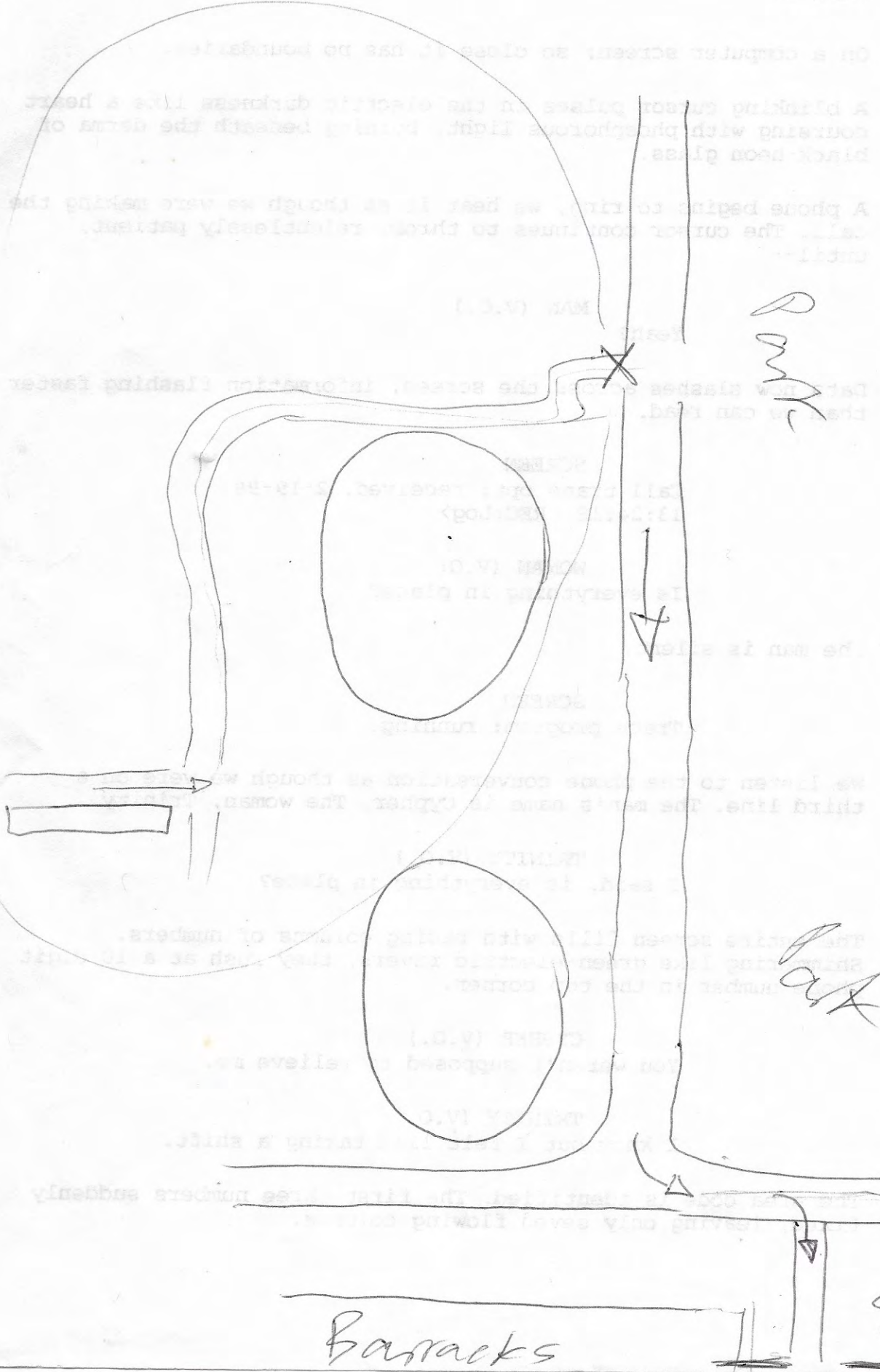
You weren't supposed to relieve me.

TRINITY (V.O.)

I know but I felt like taking a shift.

The area code is identified. The first three numbers suddenly fixed, leaving only seven flowing columns.

PAGE TWO



Barracks

city
↓

CONTINUED:

TRINITY (V.O.)
Don't be ridiculous.

CYPHER (V.O.)
We're going to kill him. Do you
understand that? He's going to
die just like the others.

TRINITY (V.O.)
Morpheus believes he is the One.

Only two thin digits left.

CYPHER (V.O.)
Do you?

TRINITY (V.O.)
I... it doesn't matter what I
believe.

CYPHER (V.O.)
You don't, do you?

TRINITY (V.O.)
If you have something to say, I
suggest you say it to Morpheus.

CYPHER (V.O.)
I intend to, believe me. Someone
has to.

The final NUMBER POPS into place --

TRINITY (V.O.)
Did you hear that?

CYPHER (V.O.)
Hear what?

On screen: "Trace complete. Call origin: #312-555-
0690."

TRINITY (V.O.)
Are you sure this line is clean?

CYPHER (V.O.)
Yeah, 'course I'm sure.

We MOVE, STILL CLOSING, the ELECTRIC HUM of the green
NUMBERS GROWING into an ominous ROAR.

TRINITY (V.O.)
I better go.

(CONTINUED)

CONTINUED:

She hangs up as we PASS THROUGH the numbers, entering the nether world of the computer screen.

Suddenly, a flashlight cuts open the darkness and we find ourselves in --

INT. CHASE HOTEL - NIGHT

The hotel was abandoned after a fire licked its way across the polyester carpeting, destroying several rooms as it spooled soot up the walls and ceiling, leaving patterns of permanent shadow.

We FOLLOW four armed POLICE OFFICERS using flashlights as they creep down the blackened hall and ready themselves on either side of Room 303.

The biggest of them violently kicks in the door --

The other cops pour in behind him, guns thrust before them.

BIG COP

Police! Freeze!

The room is almost devoid of furniture. There is a fold-up table and chair with a phone, a modem, and a Powerbook computer. The only light in the room is the glow of the computer.

Sitting there, her hands still on the keyboard, is TRINITY; a woman in black leather.

BIG COP

Hands behind your head! Now! Do it!

She slowly puts her hands behind her head.

EXT. CHASE HOTEL - NIGHT

A black sedan with tinted windows glides in through the police cruisers.

AGENT SMITH and AGENT BROWN get out of the car.

They wear dark suits and sunglasses even at night. They are also always hardwired; small Secret Service earphones in one ear, the cord coiling back into their shirt collars.

(CONTINUED)

CONTINUED:

Lieutenant?

AGENT SMITH

Oh shit.

LIEUTENANT

Lieutenant, you were given specific orders --

LIEUTENANT

I'm just doing my job. You gimme that Juris-my- dick-tion and you can cram it up your ass.

AGENT SMITH

The orders were for your protection.

The Lieutenant laughs.

LIEUTENANT

I think we can handle one little girl.

Agent Smith nods to Agent Brown as they start toward the hotel.

LIEUTENANT

I sent two units. They're bringing her down now.

AGENT SMITH

No, Lieutenant, your men are already dead.

*'all your men
are dead'
prescience*

INT. CHASE HOTEL

The Big Cop flicks out his cuffs, the other cops holding a bead. They've done this a hundred times, they know they've got her, until the Big Cop reaches with the cuffs and Trinity moves --

It almost doesn't register, so smooth and fast, inhumanly fast.

The eye blinks and Trinity's palm snaps up and the nose explodes, blood erupting. Her leg kicks with the force of a wrecking ball and he flies back, a two-hundred-fifty pound sack of limp meat and bone that slams into the cop farthest from her.

(CONTINUED)

CONTINUED:

Trinity moves again, BULLETS RAKING the WALLS, flashlights sweeping with panic as the remaining cops try to stop a leather-clad ghost.

A GUN still in the cop's hand is snatched, twisted and FIRED. There is a final violent exchange of GUNFIRE and when it's over, Trinity is the only one standing.

A flashlight rocks slowly to a stop.

TRINITY

Shit.

EXT. CHASE HOTEL

Agent Brown enters the hotel while Agent Smith heads for the alley.

INT. CHASE HOTEL

Trinity is on the phone, pacing. The other end is answered.

MAN (V.O.)

Operator.

TRINITY

Morpheus! The line was traced! I don't know how.

MORPHEUS (MAN) (V.O.)

I know. They cut the hardline. This line is not a viable exit.

TRINITY

Are there any agents?

MORPHEUS (V.O.)

Yes.

TRINITY

Goddamnit!

MORPHEUS (V.O.)

You have to focus. There is a phone. Wells and Lake. You can make it.

She takes a deep breath, centering herself.

TRINITY

All right --

(CONTINUED)

CONTINUED:

MORPHEUS (V.O.)

Go.

She drops the phone.

INT. HALL

She bursts out of the room as Agent Brown enters the hall, leading another unit of police. Trinity races to the opposite end, exiting through a broken window onto the fire escape.

EXT. FIRE ESCAPE

In the alley below, Trinity sees Agent Smith staring at her. She can only go up.

EXT. ROOF

On the roof, Trinity is running as Agent Brown rises over the parapet, leading the cops in pursuit.

Trinity begins to jump from one roof to the next, her movements so clean, gliding in and out of each jump, contrasted to the wild jumps of the cops.

Agent Brown, however, has the same unnatural grace.

The metal SCREAM of an elevated TRAIN is heard and Trinity turns to it, racing for the back of the building.

The edge falls away into a wide back alley. The next building is over 40 feet away but Trinity's face is perfectly calm, staring at some point beyond the other roof.

The cops slow, realizing they are about to see something ugly as Trinity drives at the edge, launching herself into the air.

From above, the ground seems to flow beneath her as she hangs in flight --

Then hitting, somersaulting up, still running hard.

COP

Mutherfucker -- that's impossible!

They stare, slack-jawed, as Agent Brown duplicates the move exactly, landing, rolling over a shoulder up onto one knee.

(CONTINUED)

CONTINUED:

Just below the building are the RUMBLING TRACKS of riveted steel. The TRAIN SCREECHES beneath her, a RATTLING blur of gray metal. Trinity jumps, landing easily.

She looks back just as Agent Brown hurls through the air barely reaching the last car --

Agent Brown stands, yanking out a gun.

Trinity is running hard as BULLETS WHISTLE past her head.

Ahead she sees her only chance, 50 feet beyond the point where the train has begun to turn, there is --

A window; a yellow glow in the midst of a dark brick building.

Trinity zeros in on it, running as hard as she can, her speed compounded by the train. The SCREAM of the STEEL rises as she nears the edge where the train rocks into the turn.

Trinity hurtles into the empty night space, her body leveling into a dive. She falls, arms covering her head as --

HER POV

The whole world seems to spin on its axis --

BACK TO SCENE

And she crashes with an EXPLOSION of GLASS and WOOD, then falls onto a back stairwell, tumbling, bouncing down stairs bleeding, broken --

But still alive.

Through the smashed window, she glimpses Agent Brown, still on the train, his tie and coat whipping in the wind; stone-faced, he touches his ear piece as the train slides him past the window.

Trinity tries to move. Everything hurts.

TRINITY

Get up, Trinity. You're fine.
Get up -- just get up!

She stands and limps down the rest of the stairs.

EXT. STREET

Trinity emerges from the shadows of an alley and, at the end of the block, in a pool of white street light, she sees it.

The telephone booth.

Obviously hurt, she starts down the concrete walk, focusing in completely, her pace quickening, as the PHONE begins to RING.

Across the street, a garbage truck suddenly turns U-turns, its TIRES SCREAMING as it accelerates.

Trinity sees the headlights of the truck arcing at the telephone booth as if taking aim.

Gritting through the pain, she races the truck --

Slamming into the booth, the headlights blindingly bright, bearing down on the box of Plexiglas just as --

She answers the phone.

There is a frozen instant of silence before the hulking mass of dark metal lurches up onto the sidewalk --

Barrelling through the booth, bulldozing it into a brick wall, SMASHING it to PLEXIGLAS PULP.

After a moment, a black loafer steps down from the cab of the garbage truck. Agent Smith inspects the wreckage. There is no body. Trinity is gone.

His jaw sets as he grinds his molars in frustration. AGENT JONES walks up behind him.

AGENT JONES

Then the informant is real.

AGENT SMITH

Does that surprise you? It was inevitable.

AGENT JONES

He'll be contacting us again.

AGENT SMITH

Expect it. Did you get anything from the room?

AGENT JONES

Their next target. The name is Neo.

(CONTINUED)

CONTINUED:

The handset of the pay phone lays on the ground, separated in the crash like a severed limb.

AGENT SMITH
We'll need a search running.

AGENT JONES
It's already begun.

We are SUCKED TOWARDS the mouthpiece of the phone, CLOSER and CLOSER, until the smooth gray plastic spreads out like a horizon and the small holes widen until we FALL THROUGH one --

Swallowed by DARKNESS.

The DARKNESS BEGINS TO RIPPLE WITH BRIGHT FLASHES OF BONE WHITE as we PULL OUT of the eye of a skull.

It is a computer screen saver; the Jolly Roger flutters against an electronic wind.

We DRIFT BACK FROM the screen and INTO --

INT. NEO'S APARTMENT

It is a studio apartment that seems overgrown with technology.

Weed-like cables coil everywhere, duct-taped into thickets that wind up and around the legs of several desks.

Tabletops are filled with cannibalized equipment that lay open like an autopsied corpse.

At the center of this technological rat-nest is NEO, a man who knows more about living inside a computer than outside one.

He is asleep in front of his PC. Behind him, the computer screen suddenly goes blank. A prompt appears: "Wake up, Neo."

Neo's eye pries open. He sits up, one eye still closed, looking around, unsure of where he is. He notices the screen.

He types "CTRL X" but the letter "T" appears.

NEO
What... ?

(CONTINUED)

CONTINUED:

He hits another and an "H" appears. He keeps typing, pushing random functions and keys while the computer types out a message as though it had a mind of its own.

He stops and stares at the four words on the screen:
"The Matrix has you."

NEO

What the hell?

He hits the "ESC" button. Another message appears:
"Follow the white rabbit."

He hits it again and the message repeats. He rubs his eyes but when he opens them, there is another message:
"Knock, knock, Neo."

Someone KNOCKS on his door and he almost jumps out of his chair. He looks back at the computer but the screen is now blank.

Someone KNOCKS again. Neo rises, still unnerved.

NEO

Who is it?

CHOI (O.S.)

It's Choi.

Neo opens the door, leaving the chain on. A young Chinese MAN stands with several of his friends.

NEO

You're two hours late.

CHOI

I know. It's her fault.

His GIRLFRIEND only has to smile.

NEO

You got the money?

CHOI

Two grand.

He takes out an envelope and gives it to Neo through the cracked door.

NEO

Hold on.

(CONTINUED)

CONTINUED:

He closes the door. On the floor near his bed is a book, Baudrillard's Simulacra and Simulations. The book has been hollowed out and inside are several computer disks. He takes one, sticks the money in the book and drops it on the floor.

Opening the door, he hands the disk to Choi.

CHOI

Hallelujah! You are my savior,
man! My own personal Jesus
Christ!

NEO

If you get caught using that --

CHOI

I know, I know. This never
happened. You don't exist.

NEO

Right...

Neo nods as the strange feeling of unrealness suddenly returns.

CHOI

Something wrong, man? You look a
little whiter than usual.

NEO

I don't know... My computer...

He looks back at Choi, unable to explain what just happened.

NEO

You ever have the feeling that
you're not sure if you're awake or
still dreaming?

CHOI

All the time. It's called
mescaline and it is the only way
to fly.

He smiles and slaps the hand of his nearest droog.

CHOI

It sounds to me like you need to
unplug, man. A little R and R.
What do you think, Dujour, should
we take him with us?

(CONTINUED)

CONTINUED:

 DUJOUR (GIRLFRIEND)
Definitely.

 NEO
I can't. I have to work tomorrow.

 DUJOUR
Come on. It'll be fun. I
promise.

He looks up at her and suddenly notices on her black leather motorcycle jacket dozens of pins: bands, symbols, slogans, military medals and --

A small white rabbit.

The ROOM TILTS.

 NEO
Yeah, yeah. Sure, I'll go.

INT. APARTMENT

An older apartment; a series of halls connects a chain of small high-ceilinged rooms lined with heavy casements.

Smoke hangs like a veil, blurring the few lights there are.

Dressed predominantly in black, people are everywhere, gathered in cliques around pieces of furniture like jungle cats around a tree.

Neo stands against a wall, alone, sipping from a bottle of beer, feeling completely out of place, he is about to leave when he notices a woman staring at him.

The woman is Trinity. She walks straight up to him.

In the nearest room, shadow-like figures grind against each other to the pneumatic beat of INDUSTRIAL MUSIC.

 TRINITY
Hello, Neo.

 NEO
How do you know that name?

 TRINITY
I know a lot about you. I've been
wanting to meet you for some time.

(CONTINUED)

CONTINUED:

NEO

Who are you?

TRINITY

My name is Trinity.

NEO

Trinity? The Trinity? The
Trinity that cracked the I.R.S.
Kansas City D-Base?

TRINITY

That was a long time ago.

NEO

Gee-zus.

TRINITY

What?

NEO

I just thought... you were a guy.

TRINITY

Most guys do.

Neo is a little embarrassed.

NEO

Do you want to go somewhere and
talk?

TRINITY

No. It's safe here and I don't
have much time.

The MUSIC is so LOUD they must stand very close, talking
directly into each other's ear.

NEO

That was you on my computer?

She nods.

NEO

How did you do that?

TRINITY

Right now, all I can tell you, is
that you are in danger. I brought
you here to warn you.

NEO

Of what?

(CONTINUED)

CONTINUED:

TRINITY

They're watching you, Neo.

NEO

Who is?

TRINITY

Please. Just listen. I know why you're here, Neo. I know why you left your family and your friends, why you left your home to come to this city. You're looking for him.

Her body is against his; her lips very close to his ear.

TRINITY

I know because I came looking for the same thing, but when he found me he told me I wasn't really looking for him. I was looking for an answer.

There is a hypnotic quality to her voice and Neo feels the words, like a drug, seeping into him.

TRINITY

It's the question that brought you here. You know the question just as I did. It is a hacker's question.

NEO

What is the Matrix?

TRINITY

When I asked him, he said that no one could ever be told the answer to that question. They have to see it to believe it.

She leans close, her lips almost touching his ear.

TRINITY

The answer is out there, Neo. It's looking for you and it will find you, if you want it to.

She turns and he watches her melt into the shifting wall of bodies.

A SOUND RISES steadily, growing out of the MUSIC, pressing in on Neo until it is all he can hear as we --

CUT TO:

INT. NEO'S APARTMENT

The sound is an ALARM CLOCK, slowly dragging Neo to consciousness. He strains to read the clock-face:
9:15 AM.

NEO

Shitshitshit.

EXT. SKYSCRAPER

The downtown office of CorTechs, a software development company.

INT. CORTECHS OFFICE

The main offices are along each wall, the windows overlooking downtown. RHINEHEART, the ultimate company man, lectures Neo without looking at him, typing at his computer continuously.

Neo stares at two window cleaners on a scaffolding outside, dragging their rubber squeegees down the surface of the glass.

RHINEHEART

You have a problem with authority, Mr. Anderson. You believe that you are special, that somehow the rules do not apply to you.

He stops, glancing over his glasses at Neo who turns in time.

RHINEHEART

Obviously, you are mistaken.

His long, bony fingers resume clicking the keyboard.

RHINEHEART

This company is one of the top software companies in the world because every single employee understands that they are part of a whole. Thus, if an employee has a problem, the company has a problem.

He turns again.

(CONTINUED)

CONTINUED:

RHINEHEART

The time has come to make a choice, Mr. Anderson. Either you choose to be at your desk on time from this day forth, or you choose to find yourself another job. Do I make myself clear?

NEO

Yes, Mr. Rhineheart. Perfectly clear.

INT. NEO'S CUBICLE

The entire floor looks like a human honeycomb, with a labyrinth of cubicles structured around a core of elevators.

Neo slumps down into his chair.

VOICE (O.S.)

Thomas Anderson?

Neo turns and finds a FEDERAL EXPRESS MAN at his cubicle door.

NEO

Yeah. That's me.

Neo signs the electronic pad and the Fedex Man hands him the softpak.

FEDEX MAN

Have a nice day.

He opens the bag. Inside is a cellular PHONE. It seems the instant it is in his hand, it RINGS. Unnerved, he flips it open.

NEO

Hello?

MORPHEUS (V.O.)

Hello, Neo. Do you know who this is?

Neo's knees give and he sinks into his chair.

NEO

Morpheus...

(CONTINUED)

CONTINUED:

MORPHEUS (V.O.)

I've been looking for you, Neo. I don't know if you're ready to see what I want to show you, but unfortunately, we have run out of time. They're coming for you, Neo. And I'm not sure what they're going to do.

NEO

Who's coming for me?

MORPHEUS (V.O.)

Stand up and see for yourself.

NEO

Right now?

MORPHEUS (V.O.)

Yes. Now.

Neo starts to stand.

MORPHEUS (V.O.)

Do it slowly. The elevator.

His head peeks up over the partition.

At the elevator, he sees Agent Brown and Agent Jones leading a group of cops. A female employee turns and points out Neo's cubicle.

Neo ducks.

NEO

Holy fucking' shit!

MORPHEUS (V.O.)

Yes.

One cop stays at the elevator, the others follow the agents.

NEO

What the fuck do they want with me?!

MORPHEUS (V.O.)

I'm not sure, but if you don't want to find out, you better get out of there.

NEO

How?!

(CONTINUED)

CONTINUED:

MORPHEUS (V.O.)

I can guide you out, but you have
to do exactly what I say.

The agents are moving quickly towards the cubicle.

MORPHEUS (V.O.)

The cubicle across from you is
empty.

NEO

But what if...?

MORPHEUS (V.O.)

Go! Now!

Neo lunges across the hall, diving into the other cubicle
just as the agents turn into his row.

Neo crams himself into a dark corner, clutching the phone
tightly to him.

MORPHEUS (V.O.)

Stay here for a moment.

The agents enter Neo's empty cubicle. A cop is sent to
search the bathroom.

Morpheus's voice is a whisper in Neo's ear.

MORPHEUS (V.O.)

A little longer...

Brown is talking to another employee.

MORPHEUS (V.O.)

When I tell you, go to the end of
the row to the first office on the
left, stay as low as you can.

Sweat trickles down his forehead.

MORPHEUS (V.O.)

Now.

Neo rolls out of the cubicle, his eyes popping as he
freezes right behind a cop who has just turned around.

Staying crouched, he sneaks away down the row, shooting
across the opening to the first office on the left.

The room is empty.

(CONTINUED)

CONTINUED:

MORPHEUS (V.O.)

Good. Now there is a window.
Open it.

NEO

How do you know all this?

Morpheus laughs quietly.

MORPHEUS

The answer is coming, Neo.

He opens the window. The WIND HOWLS into the room.

MORPHEUS (V.O.)

Outside, there's a scaffold. You
can use it to get to the roof.

Leaning out the window, he sees that the scaffold is
several offices away.

NEO

No! It's too far away.

MORPHEUS (V.O.)

There's a small ledge. It's a
short climb. You can make it.

Neo looks down; the building's glass wall vertigos into a
concrete chasm.

NEO

No way, no way, this is crazy.

MORPHEUS (V.O.)

There are only two ways out of
this building. One is that
scaffold. The other is in their
custody. You take a chance either
way. I leave it to you.

CLICK. He hangs up. Neo looks at the door, then back at
the scaffold.

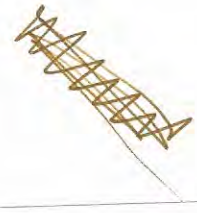
NEO

This is insane! Why is this
happening to me? What did I do?
I'm nobody. I didn't do anything.
Fuck! Fuck! Fuck!

He climbs up onto the window ledge. Hanging onto the
frame, he steps onto the small ledge.

The scaffold seems even farther away.

(CONTINUED)



CONTINUED:

NEO
I'm going to die.

The WIND suddenly BLASTS up the face of the building, knocking Neo off balance. Recoiling, he clings harder to the frame, and the phone falls out of his hand.

He watches as it is swallowed by the distance beneath him.

NEO
This is insane! I can't do this!
Forget it!

He climbs back into the office just as a cop opens the door.

NEO
I didn't do anything!

EXT. SKYSCRAPER

The agents lead a handcuffed Neo out of the revolving doors, forcing his head down as they push him into the dark sedan.

Trinity watches in the rear view mirror of her motorcycle.

TRINITY
Shit.

INT. INTERROGATION ROOM

CLOSE ON a camera monitor; wide angle view of a white room where Neo is sitting at a table alone.

We MOVE INTO the monitor, entering the room as if the monitor was a window.

At the same moment, the door opens and the agents enter. Agent Smith sits down across from Neo. A thick manila envelope slaps down on the table between them.

Neo glances at the name on the file: "Anderson, Thomas A."

AGENT SMITH
As you can see, we've had our eye
on you for some time now, Mr.
Anderson.

(CONTINUED)

CONTINUED:

He opens the file. Paper rattle marks the silence as he flips several pages. Neo cannot tell if he is looking at the file or at him.

.. slight smile ..

AGENT SMITH

It seems that you have been living two lives. In one life, you are Thomas A. Anderson, program writer for a respectable software company. You have a social security number, you pay your taxes and you help your landlady carry out her garbage.

The pages continue to turn.

AGENT SMITH

The other life is lived in computers where you go by the hacker alias Neo, and are guilty of virtually every computer crime we have a law for.

*more
wasal
matter of fact*

Neo feels himself sinking into a pit of shit.

AGENT SMITH

One of these lives has a future. One of them does not.

He closes the file.

AGENT SMITH

I'm going to be as forthcoming as I can be, Mr. Anderson. You are here because we need your help.

He removes his sunglasses, his eyes are an unnatural ice-blue.

AGENT SMITH

We know that you have been contacted by a certain individual. A man who calls himself Morpheus. Whatever you think you know about this man is irrelevant to the fact that he is wanted for acts of terrorism in more countries than any other man in the world. He is considered by many authorities to be the most dangerous man alive.

He leans closer.

(CONTINUED)

CONTINUED:

AGENT SMITH

My colleagues believe that I am wasting my time with you but I believe you ^{wish} to do the right thing. It is obvious that you are an intelligent man, Mr. Anderson, and that you are interested in the future. ^{much} That is why I believe you are ready to put your past mistakes behind you and get on with your life.

Neo tries to match his stare.

AGENT SMITH

So We are willing to wipe the slate clean, to give you a fresh start and all we are asking in return is your cooperation in bringing a known terrorist to justice. *huh?*

Neo nods to himself.

NEO

Yeah. Wow. That sounds like a real good deal. But I think I have a better one. How about I give you the finger --

He does.

NEO

And you can cram that file up your Secret Service sphincter.

Agent Smith puts his glasses back on.

AGENT SMITH

You disappoint me, Mr. Anderson.

NEO

You can't scare me with Gestapo crap. I know my rights. I want my phone call!

Agent Smith smiles.

AGENT SMITH

And tell me, Mr. Anderson, what good is a phone call if you are unable to speak?

The question unnerves Neo and strangely he begins to feel the muscles in his jaw tighten.

(CONTINUED)

CONTINUED:

The standing agents snicker, watching Neo's confusion grow into panic.

Neo feels his lips grow soft and sticky as they slowly seal shut, melding into each other until all traces of his mouth are gone.

Wild with fear, he lunges for the door but the agents restrain him, holding him in the chair.

AGENT SMITH

You are going to help us, Mr. Anderson, whether you want to or not.

Smith nods and the other two rip open his shirt.

From a case taken out of his suit coat, Smith removes a long, fiber-optic wire tap.

Neo struggles helplessly as Smith dangles the wire over his exposed abdomen. Horrified, he watches as the electronic device animates, becoming an organic creature that resembles a hybrid of an insect and a fluke worm.

Thin, whisker-like tendrils reach out and probe into Neo's navel. He bucks wildly as Smith drops the creature which looks for a moment like an uncut umbilical cord --

-- before it begins to burrow, its tail thrashing as it worms its way inside.

INT. NEO'S APARTMENT - NIGHT

Screaming, Neo bolts upright in bed.

He realizes that he is home. Was it a dream? His mouth is normal. His stomach looks fine. He starts to take a deep, everything-is-okay breath when --

The PHONE RINGS.

It almost stops his heart. It continues RINGING, building pressure in the room, forcing him up out of bed, sucking him in with an almost gravitational force.

He answers it, saying nothing.

MORPHEUS (V.O.)

This line is tapped so I must be brief.

(CONTINUED)

CONTINUED:

NEO

The agents --

MORPHEUS (V.O.)

They got to you first, but they've underestimated how important you are. If they knew what I know, you would probably be dead.

NEO

What do you know?

MORPHEUS

You're the One, Neo. You see, you may have spent the last few years looking for me, but I've spent most of my life looking for you.

Neo feels sick.

MORPHEUS (V.O.)

Do you still want to meet?

NEO

... Yes.

MORPHEUS (V.O.)

Go to the Adams Street bridge.

CLICK. He closes his eyes, unsure of what he has done.

EXT. CITY STREET - NIGHT

It is just beyond the middle of the night; that time when it seems there are no rules and everything feels unsafe.

Neo's boots scrape against the concrete. Every pair of eyes he passes seems to follow him.

As he reaches the bridge, headlights creep in behind him. He turns just as the car slides quickly to a stop beside him. The back door opens.

TRINITY

Get in.

INT. CAR

A large black man named Apoc is driving. Beside him is a beautiful androgyne called SWITCH, aiming a large gun at Neo.

(CONTINUED)

CONTINUED:

NEO

What the hell is this?!

TRINITY

It's necessary, Neo. For our protection.

NEO

From what?

TRINITY

From you.

She lifts a strange steel and glass device that looks like a cross between a rib separator, speculum and air compressor.

SWITCH

Take off your shirt.

He looks at the strange device and the gun still trained on him.

NEO

What? Why?

SWITCH

Stop the car.

Apoc does.

SWITCH

Listen to me, coppertop! We don't have time for 'twenty questions.' Right now there is only one rule. Our way or the highway.

NEO

Fine.

TRINITY

No, we can't let him go --

Neo opens the door.

TRINITY

Neo, please, you have to trust me.

NEO

Why?

(CONTINUED)

CONTINUED:

TRINITY

Because you've been down there,
Neo. You already know that road.
You know exactly where it ends.

Neo stares out into the dark street beyond the open door.

TRINITY

And I know that's not where you
want to be.

NEO

... shit.

He closes the door.

EXT. LOWER WACKER

A moment later the green lights of Lower Wacker curve
over the car's tinted windshield as it rushes through the
underworld.

INT. CAR

Neo grudgingly strips off his T-shirt.

TRINITY

Lie back.

Trinity sets the device over Neo's stomach its three
corners resting on the points of his pelvis and sternum.
She then guides a mounted cylindrical probe into his
navel and squeezes a hand pump a few times to form a
tight seal.

NEO

What is this thing?

TRINITY

We think you're bugged. Try to
relax.

She turns a dial and the machine bears down on Neo's
midsection, the cylinder sucking hard at his stomach.

Neo screams, squinting in pain as Trinity watches the
needle on a pressure gauge climb steadily.

TRINITY

Come on, come on...

(CONTINUED)

CONTINUED:

The machine quivers as the pressure builds higher and higher until something finally rockets wetly out of Neo's stomach through the machine's coils.

TRINITY

Got it.

Trinity shuts off the compressor, Neo cradling his stomach.

NEO

Got what? My spleen?

Trinity lifts a glass cage at the end of the tubing. Inside the small fluke-like bug flips and squirms, its tendrils flapping against the clear walls.

She unrolls the window and dumps it out.

EXT. CAR

It hits the pavement with a metallic tink, reverted back into a common wire tap, as the car disappears down the street.

EXT. HOTEL LAFAYETTE

The car stops in a deserted alley behind a forgotten hotel.

INT. HOTEL LAFAYETTE

It is a place of putrefying elegance, a rotting host of urban maggotry.

Trinity leads Neo from the stairwell down the hall of the thirteenth floor. They stop outside room 1313.

TRINITY

This is it.

Neo can hear his own heart pounding.

TRINITY

Let me give one piece of advice.
Be honest. He knows more than you
can possibly imagine.

INT. ROOM 1313

Across the room, a DARK FIGURE stares out the tall windows veiled with decaying lace. He turns and his smile lights up the room.

MORPHEUS

At last.

He wears a long black coat and his eyes are invisible behind circular mirrored glasses.

He strides to Neo and they shake hands.

MORPHEUS

Welcome, Neo. As you no doubt have guessed, I am Morpheus.

NEO

It's an honor.

MORPHEUS

Please. Come. Sit.

He nods to Trinity.

MORPHEUS

Thank you, Trinity.

She bows her head sharply and exits through a door to an adjacent room.

They sit across from one another in cracked, burgundy-leather chairs.

MORPHEUS

I imagine, right now, you must be feeling a bit like Alice, tumbling down the rabbit hole?

NEO

You could say that.

MORPHEUS

I can see it in your eyes. you have the look of a man who accepts what he sees because he is expecting to wake up.

A smile, razor-thin, curls the corner of his lips.

MORPHEUS

Ironically, this is not far from the truth. But I'm getting ahead of myself. Can you tell me, Neo, why are you here?

(CONTINUED)

CONTINUED:

NEO

You're Morpheus, you're a legend.
Most hackers would die to meet
you.

MORPHEUS

Yes. Thank you. But I think we
both know there's more to it than
that. Do you believe in fate,
Neo?

NEO

No.

MORPHEUS

Why not?

NEO

Because I don't like the idea that
I'm not in control of my life.

MORPHEUS

I know exactly what you mean.

Again, that smile that could cut glass.

MORPHEUS

Let me tell you why you are here.
You have come because you know
something. What you know you
can't explain but you feel it.
You've felt it your whole life,
felt that something is wrong with
the world. You don't know what,
but it's there like a splinter in
your mind, driving you mad. It is
this feeling that brought you to
me. Do you know what I'm talking
about?

NEO

The Matrix?

MORPHEUS

Do you want to know what it is?

Neo swallows hard and nods.

MORPHEUS

The Matrix is everywhere, it's all
around us, here even in this room.
You can see it out your window or
on your television.

(MORE)

(CONTINUED)

CONTINUED:

MORPHEUS (CONT'D)

You feel it when you go to work,
or go to church or pay your taxes.
It is the world that has been
pulled over your eyes to blind you
from the truth.

NEO

What truth?

MORPHEUS

That you are a slave, Neo. Like
everyone else, you were born into
bondage, kept inside a prison that
you cannot smell, taste, or touch.
A prison for your mind.

The LEATHER CREAKS as he leans back.

MORPHEUS

Unfortunately, no one can be told
what the Matrix is. You have to
see it for yourself.

Morpheus opens his hands. In the right is a red pill.
In the left, a blue pill.

MORPHEUS

This is your last chance. After
this, there is no going back. You
take the blue pill and the story
ends. You wake in your bed and
you believe whatever you want to
believe.

The pills in his open hands are reflected in the glasses.

MORPHEUS

You take the red pill and you stay
in Wonderland and I show you how
deep the rabbit hole goes.

Neo feels the smooth skin of the capsules, the moisture
growing in his palms.

MORPHEUS

Remember that all I am offering is
the truth. Nothing more.

Neo opens his mouth and swallows the red pill. The
Cheshire smile returns.

MORPHEUS

Follow me.

(CONTINUED)

CONTINUED:

He leads Neo into the other room, which is cramped with high-tech equipment, glowing ash-blue and electric green from the racks of monitors.

Trinity, Apoc and Cypher look up as they enter.

MORPHEUS

Apoc, are we on-line?

APOC

Almost.

He and Trinity are working quickly, hard-wiring a complex system of monitors, modules and drives.

MORPHEUS

Neo, time is always against us.
Will you take a seat there?

Neo sits in a chair in the center of the room and Trinity begins gently fixing white electrode disks to his head, arms, and the back of his neck. Near the chair is an old oval dressing mirror that is cracked.

He whispers to Trinity:

NEO

You did all this?

She nods, placing a set of headphones over his ears. They are wired to an old hotel phone.

MORPHEUS

The pill you took is part of a trace program. It's designed to disrupt your input/output carrier signal so we can pinpoint your location.

NEO

What does that mean?

CYPHER

It means buckle up, Dorothy,
'cause Kansas is going bye-bye.

Distantly, through the ear phones, he hears Apoc pounding on a keyboard. Sweat beads his face. His eyes blink and twitch when he notices the mirror.

Wide-eyed, he stares as it begins to heal itself, a webwork of cracks that slowly run together as though the mirror were becoming liquid.

(CONTINUED)

CONTINUED:

NEO

Shit...

Cypher works with Apoc, checking reams of phosphorescent data. Trinity monitors Neo's electric vital signs.

Neo reaches out to touch the mirror and his fingers disappear beneath the rippling surface.

Quickly, he tries to pull his fingers out but the mirror stretches in long rubbery strands like mirrored-taffy stuck to his fingertips.

MORPHEUS

Have you ever had a dream, Neo,
that you were so sure was real?

NEO

This can't be...

MORPHEUS

Be what? Be real?

The strands thin like rubber cement as he pulls away, until the fragile wisps of mirror thread break.

MORPHEUS

What if you were unable to wake
from that dream, Neo? How would
you know the difference between
the dream world and the real
world?

With the TINKLING of GLASS, shimmering SNOWFLAKES of electric-blinking mercury fall, HIT the GROUND, and fade.

Neo looks at his hand; fingers distended into mirrored icicles that begin to melt rapidly, dripping, running like wax down his fingers, spreading across his palm where he sees his face reflected.

NEO

Uh-oh...

TRINITY

It's going into replication.

MORPHEUS

Apoc?

APOC

Still nothing.

Morpheus takes out a cellular phone and dials a number.

(CONTINUED)

CONTINUED:

MORPHEUS

Tank, we're going to need the signal soon.

The mirror gel seems to come to life, racing, crawling up his arms like hundreds of insects.

NEO

It's cold.

The mirror creeps up his neck as Neo begins to panic, tipping his head as though he were sinking into the mirror, trying to keep his mouth up.

NEO

It's all over me --

Morpheus is right next to him with the phone.

TRINITY

I got a fibrillation!

MORPHEUS

Shit! Apoc?

Streams of mercury run from Neo's nose.

APOC

Targeting... almost there.

An ALARM on Trinity's monitor ERUPTS.

TRINITY

He's going into arrest!

APOC

Lock! I got him!

MORPHEUS

Now, Tank, now!

His eyes tear with mirror, rolling up and closing as a high-pitched ELECTRIC SCREAM erupts in the headphones --

It is a piercing shriek like a computer calling to another computer --

Neo's body arches in agony and we are PULLED like we were pulled INTO the holes of the phone --

-- sucked INTO his scream and swallowed by DARKNESS.

INT. POWER PLANT - CLOSE ON MAN'S BODY

floating in a womb-red amnion.

His body spasms, fighting against the thick gelatin.

Metal tubes, surreal versions of hospital tubes, obscure his face. Other lines like IVs are connected to limbs and cover his genitals.

He is struggling desperately now. Air bubbles into the Jell-O but does not break the surface.

Pressing up, the surface distends, stretching like a red rubber cocoon.

Unable to breathe, he fights wildly to stand, clawing at the thinning elastic shroud --

Until it ruptures, a hole widening around his mouth as he sucks for air. Tearing himself free, he emerges from the cell.

It is Neo.

He is bald and naked, his body slick with gelatin. Dizzy, nauseous, he waits for his vision to focus.

He is standing in an oval capsule of clear alloy filled with red gelatin, the surface of which has solidified like curdled milk.

The IVs in his arms are plugged into outlets that appear to be grafted to his flesh.

He feels the weight of another cable and reaches to the back of his head where he finds an enormous coaxial plugged and locked into the base of his skull.

He tries to pull it out but it would be easier to pull off a finger.

To either side he sees other tube-shaped pods filled with red gelatin; beneath the wax-like surface, pale and motionless, he sees other human beings.

Fanning out in a circle, there are more. All connected to a center core, each capsule like a red, dimly-glowing petal attached to a black metal stem.

Above him, level after level, the stem rises seemingly forever. He moves to the foot of the capsule and looks out.

The image assaults his mind.

(CONTINUED)

CONTINUED:

Towers of glowing petals spiral up to incomprehensible heights, disappearing down into a dim murk like an underwater abyss.

His sight is blurred and warped, exaggerating the intensity of the vision. The sound of the PLANT is LIKE the sound of the OCEAN heard from inside the belly of Leviathan.

From above, a machine drops directly in front of Neo. He swallows his scream as it seems to stare at him.

It is almost insect-like in its design; beautiful housings of alloyed metal covering organic-like systems of hard and soft polymers.

The machine seizes hold of Neo, paralyzing him as the cable lock at the back of his neck spins and opens.

The cable disengages itself. A long clear plastic needle and cerebrum-chip slides from the anterior of Neo's skull with an ooze of blood and spinal fluid. The other connective hoses snap free and snake away as the machine lets Neo go.

Suddenly, the back of the unit opens and a tremendous vacuum, like an airplane door opening, sucks the gelatin and then Neo into a black hole.

INT. WASTE LINE

The pipe is a waste disposal system and Neo falls, sliding with the clot of gelatin.

BANKING THROUGH pipe spirals and elbows, flushing UP through grease traps clogged with oily clumps of cellulite.

Neo begins to drown when he is suddenly snatched from the flow of waste.

The metallic cable then lifts, pulling him up into the belly of the futuristic flying machine hovering inside the sewer main.

INT. HOVERCRAFT

The metal harness opens and drops the half-conscious Neo onto the floor. Human hands and arms help him up as he finds himself looking straight at Morpheus.

He smiles.

(CONTINUED)

CONTINUED:

MORPHEUS

Welcome to the real world, Neo.

Neo passes out.

FADE TO BLACK.

FADE IN:

INT. HOVERCRAFT

We have no sense of time. We hear voices whispering.

MORPHEUS (O.S.)

We found him, Trinity. We finally found him.

TRINITY (O.S.)

What if he isn't the One, Morpheus? How can you be so sure?

NEO'S POV

Neo's eyes FLUTTER OPEN. We see Morpheus's face above us, angelic in the fluorescent glow of a light stick.

NEO (O.S.)

... am I dead?

MORPHEUS

Far from it.

FADE TO BLACK.

FADE IN:

NEO

He opens his eyes again, something tingling through him. He focuses and sees his body pierced with dozens of acupuncture-like needles wired to a strange device.

DOZER

He needs a lot of work.

MORPHEUS

I know.

DOZER and Morpheus are operating on Neo.

(CONTINUED)

CONTINUED:

NEO

What are you doing?

MORPHEUS

Your muscles have atrophied.
We're rebuilding them.

Fluorescent light sticks burn unnaturally bright.

NEO

Why do my eyes hurt?

MORPHEUS

You've never used them before.

Morpheus takes his sunglasses off and puts them on Neo.
Neo lays back.

MORPHEUS

Rest, Neo. The answers are
coming.

INT. NEO'S ROOM

Neo wakes up from a deep sleep, feeling better. He is
wearing a black tank top and shorts.

He begins to examine himself. There is a futuristic IV
plugged into the jack in his forearm. He pulls it out,
staring at the grafted outlet.

He feels his bald head. His fingers find and explore the
large outlet in the base of his skull.

Just as he starts to come unglued, Morpheus opens the
door.

NEO

Morpheus, what's happened to me?
What is this place?

MORPHEUS

More important than what is when?

NEO

When?

MORPHEUS

You believe the year is 1997 when
in fact it is much closer to 2197.
I can't say for certain what year
it is because we honestly do not
know.

(CONTINUED)

CONTINUED:

The wind is knocked from Neo's chest.

MORPHEUS

There is no reason for me to try
to explain it when I can simply
show it. Come with me.

INT. HOVERCRAFT

Like a sleepwalker, Neo follows Morpheus through the
ship.

MORPHEUS

This is my ship, the
Nebuchadnezzar. It's a
hovercraft. Small like a
submarine. It's cramped and cold.
But it's home.

They climb a ladder up to the main deck.

INT. MAIN DECK

Everyone is there.

MORPHEUS

This is the main deck. You know
most of my crew.

Trinity smiles and nods.

MORPHEUS

The ones you don't know. That's
Mouse, Cypher, and Switch. The
two big guys are Tank and Dozer.

The names and faces wash meaninglessly over Neo.

MORPHEUS

And this, this is the Core. This
is where we broadcast our pirate
signal and hack into the Matrix.

It is a swamp of bizarre electronic equipment. Vines of
coaxial hang and snake to and from huge monolithic
battery slabs, a black portable satellite dish and banks
of life systems and computer monitors.

At the center of the web, there are six ecto-skeleton
chairs made of a poly-alloy frame and suspension harness.

(CONTINUED)

CONTINUED:

Near the circle of chairs is the control console and operator's station where the network is monitored.

MORPHEUS

You want to know what the Matrix is, Neo? The answer is right here.

He touches the back of Neo's head.

MORPHEUS

Help him, Trinity.

Neo allows himself to be helped into one of the chairs. He feels Morpheus guiding a coaxial line into the jack at the back of his neck. The cable has the same kind of cerebrum chip we saw inside the plant.

MORPHEUS

This will feel a little weird.

There are several disturbing NOISES as he works the needle in.

We move in as Neo's shoulders bunch and his face tightens into a grimace until a loud CLICK fires and his ears pop like when you equalize them underwater.

He relaxes, opening his eyes as we pull back to a feeling of weightlessness inside another place --

INT. CONSTRUCT

Neo is standing in an empty, blank-white space.

MORPHEUS

This is the Construct.

Startled, Neo whips around and finds Morpheus now in the room with him.

MORPHEUS

It is our loading program. We can load anything from clothes, to weapons, to training simulations. Anything we need.

Morpheus walks past Neo and when Neo turns he sees the two leather chairs from the Hotel Lafayette set up in front of a large-screen television.

MORPHEUS

Sit down.

(CONTINUED)

CONTINUED:

Neo stands at the back of the chair as Morpheus sits.

NEO

Right now, we're inside a computer program?

MORPHEUS

Wild, isn't it?

Neo's hands run over the cracked leather.

NEO

This isn't real?

MORPHEUS

What is real? How do you define real? If you're talking about your senses, what you feel, taste, smell, or see, then all you're talking about are electrical signals interpreted by your brain.

He picks up a remote control and clicks on the television. On the television, we glide over Lake Michigan towards the glinting skyscrapers of the Windy City skyline circa 1997.

MORPHEUS

This is the Chicago you know. Chicago as it was at the end of the Twentieth Century. This Chicago exists only as part of a neural-interactive simulation that we call the Matrix.

He changes the channel and we see a very different Chicago as we enter the television.

MORPHEUS

You have been living inside a dreamworld, Neo. As in Baudrillard's vision, your whole life has been spent inside the map, not the territory. This is Chicago as it exists today.

In the distance, we see the ruins of a future Chicago protruding from the wasteland like the blackened ribs of a long-dead corpse.

MORPHEUS

'The desert of the real.'

Beneath us, the lake is gone.

(CONTINUED)

CONTINUED:

We turn and descend, spiraling down toward the lake bed which is scorched and split like burnt flesh, where we find Morpheus and Neo.

MORPHEUS

The average temperature in Chicago these days is minus eighty degrees Celsius. Of course, the wind chill makes it feel like minus one-twenty.

Neo clings to the chair, trying to get his bearings.

MORPHEUS

We have only bits and pieces of information. What we know for certain is that, at some point in the early Twenty-first Century, all of mankind was united in celebration. Through the blinding inebriation of hubris, we marveled at our magnificence as we gave birth to A.I.

NEO

A.I.? You mean artificial intelligence?

MORPHEUS

Yes. A singular consciousness that spawned an entire race of machines. I must say I find it almost funny to imagine the world slapping itself on the back, toasting the new age. I say almost funny.

He looks up and his sunglasses reflect the obsidian clouds roiling overhead.

MORPHEUS

We don't know who struck first. Us or them. But we do know it was us that scorched the sky. At the time, they were dependent on solar power. It was believed they would be unable to survive without an energy source as abundant as the sun.

As we descend into the circular window of his glasses, there is a flash of lightning.

(CONTINUED)

CONTINUED:

MORPHEUS

Throughout human history, we have been dependent on machines to survive. Fate, it seems, is not without a sense of irony.

EXT. FETUS FIELDS

On the flash, we PULL BACK from the darkness which reveals itself to be the black eye of a fetus.

MORPHEUS

The Machines discovered a new form of fusion. All they needed was a small electrical charge to initiate the reaction.

The fetus is suspended in a placenta-like husk, where its malleable skull is already growing around the brain-jack.

MORPHEUS

The human body generates more bioelectricity than a 120-volt battery and over 25,000 B.T.U.'s of body heat.

The husk hanging from a stalk is plucked by a thresher-like farm machine.

MORPHEUS

For the longest time, I wouldn't believe it. But then I saw the fields with my own eyes, spreading in every direction for miles. Inside the power plant, I watched them liquify the dead so they could be fed intravenously to the living and standing there, facing the efficiency, the pure, horrifying precision, I came to realize the obviousness of the truth.

Still PULLING BACK, we see the image of the field now on the television as we return to the white space of the construct.

INT. CONSTRUCT

Morpheus steps INTO VIEW as he clicks off the television.

(CONTINUED)

CONTINUED:

MORPHEUS

What is the Matrix? Control.

He opens the back of the television remote control.

MORPHEUS

The Matrix is a computer-generated dreamworld built to keep us under control in order to change a human being into this.

He holds up a coppertop battery.

NEO

No! I don't believe it! It's not possible!

MORPHEUS

I didn't say that it would be easy, Neo. I just said that it would be the truth.

The room without walls begins to spin.

NEO

Stop! Let me out! I want out!

INT. MAIN DECK

His eyes snap open and he thrashes against the chair, trying to rip the cable from the back of his neck.

NEO

Get this thing out of me!

TRINITY

Easy, Neo. Easy.

Dozer holds him while Trinity unlocks it. Once it's out, he tears away from them, falling as he trips free of the harness.

NEO

Don't touch me! Get away from me!

On his hands and knees, he reels as the world spins. Sweat pours off him as a pressure builds inside his skull as if his brain had been put into a centrifuge.

NEO

I don't believe it! I don't believe it!

(CONTINUED)

CONTINUED:

CYPHER

He's going to pop!

Vomiting violently, Neo pitches forward and blacks out.

INT. NEO'S ROOM

He blinks, regaining consciousness. The room is dark. Neo is stretched out on his bed.

NEO

I can't go back, can I?

Morpheus is sitting like a shadow on a chair in the far corner.

MORPHEUS

No. But if you could, would you really want to?

Deep down, Neo knows that answer.

MORPHEUS

I feel that I owe you an apology. There is a rule that we do not free a mind once it reaches a certain age. It is dangerous. They have trouble letting go. Their mind turns against them. I've seen it happen. I broke the rule because I had to.

He stares into the darkness, confessing as much to himself as to Neo.

MORPHEUS

When the Matrix was first built there was a man born inside that had the ability to change what he wanted, to remake the Matrix as he saw fit. It was this man that freed the first of us and taught us the secret of the war; control the Matrix and you control the future.

He pauses.

(CONTINUED)

CONTINUED:

MORPHEUS

When he died, the Oracle
prophesied his return and
envisioned an end to the war and
freedom for our people. That is
why there are those of us that
have spent our entire lives
searching the Matrix, looking for
him.

Neo can feel his eyes on him.

MORPHEUS

I did what I did because I believe
the search is over.

He stands up.

MORPHEUS

Get some rest. You're going to
need it.

NEO

For what?

MORPHEUS

Your training.

INT. HOVERCRAFT

There is no morning; there is only darkness and then the
fluorescent light sticks flicker on.

INT. NEO'S ROOM

Neo is awake in his bed, staring up at the lights. The
door opens and TANK steps inside.

TANK

Morning. Did you sleep?

NEO

No.

TANK

You will tonight. I guarantee it.
I'm Tank. I'll be your operator.

He offers his hand and Neo shakes it. He notices that
Tank doesn't have any jacks.

(CONTINUED)

CONTINUED:

NEO

You don't have...

TANK

Any holes? Nope. Me and my brother Dozer, we are 100 percent pure, old-fashioned, home-grown human. Born free. Right here in the real world. Genuine child of Zion.

NEO

Zion?

TANK

If this war ended tomorrow, Zion is where the party would be.

NEO

It's a city?

TANK

The last human city. The only place we got left.

NEO

Where is it?

TANK

Deep underground. Near the earth's core, where it's still warm. You live long enough, you might even see it.

Tank smiles.

TANK

Goddamn, I got to tell you, I'm fairly excited to see what you are capable of. I mean if Morpheus is right and all. We're not supposed to talk about any of that but if you are, well then this is an exciting time. We got a lot to do, so let's get to it.

INT. MAIN DECK

Neo is plugged in, hanging in one of the suspension chairs.

(CONTINUED)

CONTINUED:

TANK

We're supposed to load all these operations programs first, but this is some major boring shit. Why don't we start with something a little fun?

Tank smiles as he plops into his operator's chair. He begins flipping through a tall carousel loaded with micro discs.

TANK

How about some combat training?

Neo reads the label on the disk.

NEO

Jujitsu? I'm going to learn jujitsu?

Tank slides the disk into Neo's supplement drive.

NEO

No way.

Smiling, Tank punches the "load" code.

His body jumps against the harness as his eyes clamp shut. The monitors kick wildly as his heart pounds, adrenaline surges, and his brain sizzles.

An instant later his eyes snap open.

NEO

Holy shit!

TANK

Hey, Mikey, he likes it! Ready for more?

NEO

Hell yes!

INT. MAIN DECK

It is later.

CLOSE ON a computer monitor as grey pixels slowly fill a small, half-empty box. It is a meter displaying how much download time is left. The title bar reads: "Combat Series 10 of 12," file categories flashing beneath it: "Savate, Jujitsu, Ken Po, Drunken Boxing..."

(CONTINUED)

CONTINUED:

Morpheus walks in.

MORPHEUS

How is he?

TANK

Ten hours straight. He's a machine.

Neo's body spasms and relaxes as his eyes open, breath hissing from his lips. He looks like he just orgasmed.

NEO

This is incredible. I know kung fu.

MORPHEUS

Show me.

INT. DOJO

They are standing in a very sparse Japanese-style dojo.

MORPHEUS

This is a sparring program, similar to the programmed reality of the Matrix. It has the same basic rules. Rules like gravity. What you must learn is that these rules are no different than the rules of a computer system. Some of them can be bent. Others can be broken.

He assumes a fighting stance.

MORPHEUS

Attack me.

Neo assumes a similar stance, cautiously circling until he gives a short cry and launches a furious attack.

It is like a Jackie Chan movie at high speed, fists and feet striking from every angle as Neo presses his attack --

But each and every blow is blocked by effortless speed.

INT. MAIN DECK

While their minds battle in the programmed reality, the two bodies appear quite serene, suspended in the drive chairs.

(CONTINUED)

CONTINUED:

Tank monitors their Life Systems, noticing that Neo is wildly and chaotically lit up as opposed to the slow and steady rhythm of Morpheus.

INT. MESS HALL

MOUSE bursts into the room, interrupting dinner.

MOUSE
Morpheus is fighting Neo!

All at once, everyone bolts for the door.

INT. DOJO

Neo's face is knotted, teeth clenched, as he hurls himself at Morpheus.

MORPHEUS
Good. Adaptation. Improvisation.
But your weakness isn't your
technique.

Morpheus attacks him and it is like nothing we have seen. His feet and fists are everywhere, taking Neo apart. For every blow Neo blocks, five more hit their marks until --

Neo falls.

Panting, on his hands and knees, blood spits from his mouth, speckling the white floor of the dojo.

MORPHEUS
How did I beat you?

NEO
You -- you're too fast.

MORPHEUS
Do you think my being faster,
stronger has anything to do with
my muscles in this place?

Neo is frustrated, still unable to catch his breath.

MORPHEUS
Do you believe that's air you are
breathing now?

Neo stands, nodding slowly.

(CONTINUED)

CONTINUED:

MORPHEUS

Again.

Their fists fly with pneumatic speed.

INT. MAIN DECK

Everyone is gathered behind Tank watching the fight, like watching a game of Mortal Kombat.

MOUSE

Jeeezus Keeerist! That boy is fast!

INT. DOJO

Morpheus begins to press Neo, countering blows while slipping in several stinging slaps.

MORPHEUS

Come on, Neo. What are you waiting for? You're faster than this. Don't think you are. Know you are.

Whack, Morpheus cracks Neo again. Neo's face twists with rage as the speed of the blows rises like a drum solo.

MORPHEUS

Come on! Stop trying to hit me and just hit me.

Wham. A single blow catches Morpheus on the side of the head, knocking off his glasses.

INT. MAIN DECK

There are several gasps.

MOUSE

I don't believe it!

INT. DOJO

Morpheus rubs his face, then smiles.

NEO

I know what you're trying to do --

(CONTINUED)

CONTINUED:

MORPHEUS

I'm trying to free your mind, Neo,
but all I can do is show you the
door. You're the one that has to
step through. Tank, load the jump
program.

INT. HOVERCRAFT

Apoc and Switch exchange looks as Tank grabs for the
disk.

INT. CONSTRUCT - ROOFTOP - DAY

Morpheus and Neo are again in the white space of the
Construct. Beneath their feet, we see the jump program
rush up at them until they are standing on a rooftop in a
city skyline.

MORPHEUS

Let it all go, Neo. Fear. Doubt.
Disbelief. Free your mind.

Morpheus spins, running hard at the edge of the rooftop.
And jumps. He sails through the air, his coat billowing
out behind him like a cape as --

He lands on the rooftop across the street.

NEO

Shit.

Neo looks down at the street twenty floors below, then at
Morpheus an impossible fifty feet away.

NEO

Okie dokie. Free my mind. Right.
No problem.

He takes a deep breath. And starts to run.

INT. MAIN DECK

They are transfixed.

SWITCH

He's gonna make it.

APOC

No way. Not possible.

(CONTINUED)

CONTINUED:

MOUSE

No one's ever made their first jump.

SWITCH

What if he does?

APOC

He won't.

Trinity stares at the screen, her fists clenching as she whispers.

TRINITY

Come on.

EXT. ROOFTOP

Summoning every ounce of strength in his legs, Neo launches himself into the air in a single maniacal shriek --

But comes up drastically short.

His eyes widen as he plummets. Stories fly by, the ground rushing up at him, but as he hits --

The ground gives way, stretching like a trapeze net. He bounces and flips, slowly coming to a rest, flat on his back.

He laughs, a bit unsure, wiping the wind-blown tears from his face.

Morpheus exits the building and helps him to his feet.

MORPHEUS

Do you know why you didn't make it?

NEO

Because... I didn't think I would?

Morpheus smiles and nods.

INT. MAIN DECK

They break up.

MOUSE

What does it mean?

(CONTINUED)

CONTINUED:

SWITCH

It doesn't mean anything.

CYPHER

Everyone falls the first time,
right, Trinity?

But Trinity has already left.

Neo's eyes open as Tank eases the plug out. He tries to move and groans, cradling his ribs.

While Tank helps Morpheus, Neo spits blood into his hand.

NEO

I thought it wasn't real.

MORPHEUS

Your mind makes it real.

Neo stares at the blood.

NEO

If you are killed in the Matrix,
you die here?

MORPHEUS

The body cannot live without the
mind.

INT. NEO'S ROOM

Trinity enters from the hall, carrying a tray of food.

TRINITY

Neo, I saved you some dinner --

She sees him passed out on the bed. She sets the tray down and pulls the blanket over him.

She pauses, her face close to his, then inhales lightly, breathing in the scent of him before slowly pulling away.

INT. HALL

Trinity steps out of Neo's room to find Cypher watching her.

CYPHER

I don't remember you ever bringing
me dinner.

(CONTINUED)

CONTINUED:

Trinity says nothing.

CYPHER

There's something about him, isn't there?

TRINITY

Don't tell me you're a believer now?

CYPHER

I just keep wondering if Morpheus is so sure, why doesn't he take him to the Oracle? She would know.

TRINITY

Morpheus will take him when he's ready.

She turns and he watches her walk away.

EXT. CITY STREET - TRAINING PROGRAM - DAY

Morpheus moves effortlessly through a crowded downtown street while Neo struggles to keep up, constantly bumped and shouldered off the path.

MORPHEUS

This is another Matrix simulation. A training program to help you get your sea legs and teach you one very important lesson.

NEO

What -- what lesson?

Neo collides with a man who looks just like Rhineheart.

MORPHEUS

The Matrix is a system, Neo, and that system is our enemy. When you look around, what do you see? Businessmen, lawyers, students. People. Everywhere you look, there are people. Somewhere else, somewhere in the future they may be human beings but here these people are a part of the system. That makes every one of them our enemy.

(CONTINUED)

CONTINUED:

A beautiful woman in a red dress smiles at Neo as she passes by.

MORPHEUS

It is important to understand that
if you are not one of us, you are
one of them.

Morpheus stops, turning to Neo.

MORPHEUS

Do you understand, Neo?

NEO

I think I do.

MORPHEUS

No you don't. Did you see the
woman in the red dress?

NEO

Yeah.

MORPHEUS

Look again.

Neo turns just as Agent Smith levels a gun at his face --
Neo screams.


MORPHEUS

Freeze it.

Everything except Morpheus and Neo freezes.

MORPHEUS

The agents are sentient programs.
They can enter any software that
is hardwired to the system. They
can become anyone who is still a
captive of the Matrix. If the
Matrix is a prison, then the
agents are its wardens and if
humankind is to survive they first
must be stopped.



Neo listens to his intense voice.

(CONTINUED)

CONTINUED:

MORPHEUS

Every attempt to fight them has ended in failure. Only a handful of men and women have ever crossed an agent and lived because they are everyone and they are no one. Unkillable. Virtually unstoppable. But now I believe that is going to change.

NEO

How?

MORPHEUS

I've seen an agent punch through a concrete wall. Men have emptied entire clips at them and hit nothing but air. Yet as powerful as they are, their speed and strength are but tethers to the rules of an unreal world. Because of this, they will never be as strong or as fast as you can be.

Neo scratches his head.

NEO

What? Are you trying to tell me that I can dodge bullets?

MORPHEUS

No, Neo. I'm trying to tell you that when you're ready, you won't have to.

Morpheus's CELL PHONE RINGS and he flips it open.

TANK (V.O.)

We got trouble.

EXT. SEWER MAIN

The Nebuchadnezzar blisters by, trailing a swirling, supercharged, electromagnetic wake.

INT. COCKPIT

Morpheus slides into the co-pilot's chair next to Dozer.

MORPHEUS

How much time, Dozer?

(CONTINUED)

CONTINUED:

DOZER

I estimate we'll be within range
of detection in about two minutes.

Morpheus scans the decayed landscape of the sewer main
that rolls by as Neo and Trinity squeeze into the cockpit
behind him. Morpheus points to a small tributary.

MORPHEUS

Set down in there.

NEO

What's going on?

DOZER

Squiddy tripped one of our long
distance alarm probes.

NEO

What?

TRINITY

A Sentinel. It's a killing
machine designed for one thing.

DOZER

Search and destroy.

Neo feels the ship rock to the side as it squeezes into a
tiny supply line.

EXT. HOVERCRAFT

The Nebuchadnezzar sets down, almost wedged into a pipe
that barely accommodates its size.

INT. COCKPIT

Morpheus clicks the intercom.

MORPHEUS

How we doing, Tank?

INT. MAIN DECK

Tank works furiously at the operator's station.

TANK

Done.

(CONTINUED)

CONTINUED:

He flips a series of switches and the ceaseless WHIR of the ship's TURBINES GRIND TO a HALT. The main deck is plunged into dark silence.

Tank whispers.

TANK

Power off-line. E.M.P. armed and ready.

Tank's fingers curl around a small key that glows a dim red.

INT. COCKPIT

Neo leans into Trinity's ear.

NEO

E.M.P. An electromagnetic pulse.

TRINITY

It disables any electrical system in the blast radius. It's the only weapon we have against the machines.

Through the cockpit's windshield, the vast cavern of the sewer main yawns before them. Strands of green haze curl around mossy icicles that dangle into a pool of churning frozen waste.

Neo begins to angle around Dozer but Morpheus grabs him.

MORPHEUS

Don't move. It'll hear you.

Neo freezes and they wait.

Without the Nebuchadnezzar's heating systems, the temperature in the cockpit begins to rapidly drop. The crew members huddle together, their breath freezing into a uniform cloud as it gets colder and colder.

Dozer quietly reaches to brush away the frost on the windshield and as his hand clears a swathe --

They see it.

In the darkness, a shifting shadow of mechanized death. It is beautiful and terrifying. Black alloy skin flickers like sequins beneath sinewy coils and skeletal appendages.

(CONTINUED)

CONTINUED:

Neo can feel the hairs on the back of his neck rise as it silently glides over them with shark-like malevolence until it disappears into the darkness.

In the frozen little room, everyone breathes a little easier.

INT. HALL

The ship is quiet and dark. Everyone is asleep.

INT. MAIN DECK

The core glows with monitor light. Cypher is in the operator's chair as Neo comes up behind him.

CYPHER

Whoa! Shit, Neo, you scared the Bejeezus out of me.

NEO

Sorry.

CYPHER

No, it's all right.

NEO

What are you doing?

CYPHER

Midnight watch.

Neo's eyes light up as he steps closer to the screens that seem alive with a constant flow of data.

NEO

Is that...?

CYPHER

The Matrix? Yeah.

Neo stares at the endlessly shifting river of information, bizarre codes and equations flowing across the face of the monitor.

NEO

Do you always look at it encoded?

(CONTINUED)

CONTINUED:

CYPHER

Have to. The image translators sort of work for the construct programs but there's way too much information to decode the Matrix. You get used to it, though. Your brain does the translating. I don't even see the code. All I see is blonde, brunette, and redhead. You want a drink?

Neo nods and he pours a clear alcohol from a plastic jug.

CYPHER

You know, I know what you're thinking 'cause right now I'm thinking the same thing. Actually, to tell you the truth, I've been thinking the same thing ever since I got here.

He raises the glass.

CYPHER

Why the fuck didn't I take that blue pill!?

He throws the shot down his throat. Neo does the same and it almost kills him. Smiling, Cypher slaps him on the back.

CYPHER

Good shit, eh? Dozer makes it. It's good for two things: degreasing engines and killing brain cells.

Red-faced, Neo finally stops coughing. Cypher pours him another.

CYPHER

Can I ask you something? Did he happen to tell you why he did it?

Neo looks up, unsure.

CYPHER

Why you're here?

NEO

... Yeah.

(CONTINUED)

CONTINUED:

CYPHER

Gee-zus! What a mindfuck. You're here to save the world. You gotta be shitting me. What do you say to something like that?

Neo looks down at his drink.

CYPHER

I'm going to let you in on a little secret here. Now don't tell him I told you this, but this ain't the first time Morpheus thought he found the One.

NEO

Really?

CYPHER

You bet your ass. It keeps him going. Maybe it keeps all of us going.

NEO

How many were there?

CYPHER

Five. Since I've been here.

NEO

What happened to them?

CYPHER

Dead. All dead.

NEO

How?

CYPHER

Honestly. Morpheus. He got them all amped up believing in bullshit. I watched each of them take on an agent and I watched each of them die. Little piece of advice: you see an agent, you do what we do; run. Run your ass off.

Neo gulps down another shot.

(CONTINUED)

CONTINUED:

CYPHER

Look, I'm not trying to spook you,
I just want to help and I'm not
going to bullshit you. See, this
is the real world and the real
world ain't about heroes and
miracles. This world's about one
thing: survival. That's all
there is.

He throws back a final shot.

NEO

Thanks... for the drink.

CYPHER

Any time.

Cypher nods as Neo heads for the ladder.

CYPHER

Sweet dreams.

INT. MESS HALL - CLOSE ON BOWL OF SINGLE-CELL PROTEIN

A substance with a consistency somewhere between yogurt
and cellulite.

TANK

Here you go, buddy. Over easy,
right?

Tank slides it in front of Neo and takes a seat with the
other crew members enjoying breakfast.

APOC

Breakfast of champions, Neo.

NEO

What is it?

TANK

Single-celled protein. We grow it
in a vat.

The substance jiggles a few moments before coming to a
rest. Neo frowns.

MOUSE

It's not so bad, long as you don't
think about liposuction.

Mouse sucks at the goo with a straw as Morpheus enters.

(CONTINUED)

CONTINUED:

MORPHEUS

I want everyone on twelve-hour standby. We're going in. I'm taking Neo to see her.

With that he turns and leaves.

NEO

See who?

TANK

The Oracle.

Trinity glances at Cypher who smiles thinly.

EXT. HOTEL LAFAYETTE - DAY

The door opens and for the first time since his release, Neo steps back into the Matrix. He squints at the sun which seems unnaturally bright. He is the only one without sunglasses.

Apoc and Switch remain at the door as the others enter the alley.

MORPHEUS

We should be back in an hour.

Cypher opens the metal garage where the car is parked. As Trinity, Morpheus and Neo cross to the car, Cypher glances about quickly, then drops something inside a garbage can.

It is a cellular phone and we see its blue display as the line connects.

INT. CAR

Neo sits beside Trinity in the back. He cannot stop staring as the simple images of the urban street blur past his window like an endless stream of data rushing down a computer screen.

MORPHEUS

Almost unbelievable, isn't it?

Neo nods as the car continues to wind through the crowded city.

NEO

God...

(CONTINUED)

CONTINUED:

TRINITY
What?

NEO
I used to eat there... Really good
noodles...

He is speaking in a whisper, almost as if talking to
himself.

NEO
I have these memories, from my
entire life but... none of them
really happened.

He turns to her.

NEO
What does that mean?

TRINITY
That the Matrix cannot tell you
who you are.

NEO
But an Oracle can.

TRINITY
That's different.

NEO
Is it?

TRINITY
Are you worried?

NEO
Should I be?

TRINITY
No.

He turns to the window for a moment and then turns back.

NEO
Did you go to her?

TRINITY
Yes.

NEO
What did she tell you?

(CONTINUED)

CONTINUED:

TRINITY

She told me...

She looks at him and suddenly she is unable to speak or even breathe.

NEO

What?

The car suddenly jerks to a stop.

MORPHEUS

We're here. Neo, come with me.

Neo and Morpheus get out of the car. Cypher looks into the rearview mirror at Trinity.

CYPHER

Here we go again, eh, Trin?

He smiles as she turns to the window.

EXT. BUILDING

Tenement-like and vast, it is the kind of place where people can disappear.

INT. BUILDING

Morpheus nods to a blind man who nods back. An elevator opens and Neo follows Morpheus inside.

INT. ELEVATOR

The idea of learning one's fate begins to weigh upon Neo with a steadily growing unease.

NEO

So is this the same oracle that made the, uh, prophecy?

MORPHEUS

Yes. She's very old. She's been with us since the beginning.

NEO

The beginning?

MORPHEUS

Of the Resistance.

(CONTINUED)

CONTINUED:

NEO

And she knows what? Everything?

MORPHEUS

She would say she knows enough.

NEO

How does she know?

MORPHEUS

She is a true psychic. She sees beyond the relativity of time. For her there is no past, present or future. There is only what is.

NEO

And she's never wrong.

MORPHEUS

Don't think of it in terms of right and wrong. She is a guide, Neo. She can help you find the path.

NEO

She helped you?

MORPHEUS

Yes.

NEO

What did she tell you?

MORPHEUS

That I would find the One.

DING. The ELEVATOR opens.

INT. HALL

The long dark hall beckons. Neo follows Morpheus out of the elevator and the doors rattle shut behind him. With every step, a disturbing sense of inevitability closes in around him.

At the end of the hall, Morpheus steps to the side of a door.

MORPHEUS

I told you that I can only show you the door. You have to step through it.

(CONTINUED)

CONTINUED:

Neo blows out a breath. His hand reaches but stops, hovering over the spherical handle. He backs away.

NEO

Morpheus, I don't think this is a good idea.

MORPHEUS

Why?

NEO

I told you I don't believe in this stuff. No matter what she says I'm not going to believe it, so what's the point?

MORPHEUS

What do you believe in?

NEO

What do I believe in? Are you kidding me? What do you think? I'm still trying to deal with the fact that everything I believed was real, wasn't. The whole world, my entire life was a lie. I don't know anything anymore, Morpheus.

MORPHEUS

That's why we're here.

NEO

Why? So I can hear some old lady tell me, what? That I'm this guy that everybody's been waiting for? The one that's supposed to save the world? Come on. How do I respond to that? I can't. It's ridiculous. I mean who am I? I'm nobody, I'm just a guy. What did I do, Morpheus? Why me?

MORPHEUS

Faith is beyond the reach of whys and why nots. These things are not a matter of cause and effect, Neo. I do not believe things with my mind. I believe them with my heart. In my gut.

NEO

And you still believe I'm the One?

(CONTINUED)

CONTINUED:

MORPHEUS

Yes I do.

NEO

Yeah? What about the other five guys? The five before me? What about them?

Morpheus tries to hide his heart being wrenched from his chest.

NEO

Did you believe in them too?

MORPHEUS

No. I did not. I have never told anyone this, Neo. After I saw the Oracle I thought... no, I misunderstood what she told me. I believed that it was all about me. That I would find the One, not that he would find me.

This is difficult for Morpheus to admit.

MORPHEUS

I believed that all I had to do was point my finger and anoint whoever I chose. I was wrong, Neo. Terribly wrong. Not a day or night passes that I do not think of them. After the fifth, I lost my way. I doubted everything the Oracle had said. I doubted myself.

He looks up at Neo.

MORPHEUS

And then I saw you, on the Net, searching for me and everything changed. I felt this charge, this electricity through my whole body. I started laughing and tears poured out of my eyes, because I knew, I knew that you were the One.

His eyes blaze.

(CONTINUED)

CONTINUED:

MORPHEUS

Listen to me, Neo. I know why you're afraid to go through that door. You can't get free of thinking that I could be wrong. You must believe me. There is a greatness inside of you, Neo. A greatness that is going to lift you to unimaginable heights and that in time will change the world.

NEO

Morpheus, I don't know --

MORPHEUS

I know. That is why it is so important for you to go. Please, Neo, I'm asking you to find whatever respect you may have for me and trust me.

Neo feels a rush from Morpheus's intensity, the unadulterated confidence of a zealot.

NEO

All right.

He reaches for the handle which turns without him even touching it. A WOMAN wearing white opens the door.

PRIESTESS (WOMAN)

Hello, Neo. You're right on time.

INT. ORACLE'S APARTMENT

It seems particularly normal.

PRIESTESS

Make yourself at home, Morpheus.

MORPHEUS

Thank you.

PRIESTESS

Neo, come with me.

She leads Neo down another hall and into what appears to be a family room.

There is another woman in white sitting on a couch watching a soap opera. Scattered about the room are a half dozen children.

(CONTINUED)

CONTINUED:

Some of them are playing, others are deep in meditation.
All of them exude a kind of Zen calm.

PRIESTESS

These are the other Potentials.
You can wait here.

Neo watches a little girl levitate wooden alphabet blocks. Closer to him, a SKINNY BOY with a shaved head holds a spoon which sways like a blade of grass.

In front of him is a pile of spoons bent and twisted into knots.

Neo crosses to him and sits. The boy smiles and hands Neo the spoon which is now perfectly straight.

SPOON BOY (SKINNY BOY)

Do not try to bend the spoon.
That is impossible. Instead, only
try to realize the truth.

NEO

What truth?

SPOON BOY

That there is no spoon.

Neo nods, staring at the spoon.

NEO

There is no spoon.

SPOON BOY

Then you will see that it is not
the spoon that bends. It is only
yourself.

The entire room is reflected inside the spoon and as Neo stares into it, it slowly begins to bend until --

A hand touches his shoulder.

PRIESTESS

The Oracle will see you now.

Spoon Boy smiles.

She takes him to the last room, parting a curtain that leads into a kitchen.

ORACLE

Just come on in.

INT. KITCHEN

An OLD WOMAN is huddled beside the oven, peering inside through a cracked door.

NEO

Hello?

ORACLE (OLD WOMAN)

I know. You're Neo. Be right with you.

NEO

You're the Oracle?

ORACLE

Bingo. Not quite what you were expecting, right? I got to say I love seeing you non-believers. Always a pip. Almost done. Smell good, don't they?

NEO

Yeah.

ORACLE

I'd ask you to sit down, but you're not going to anyway. And don't worry about the vase.

NEO

What vase?

He turns to look around and his elbow knocks a VASE from the table. It BREAKS against the linoleum floor.

ORACLE

That vase.

NEO

Shit, I'm sorry.

She pulls out a tray of chocolate chip cookies and turns. She is an older woman, wearing big oven mitts, comfortable slacks and a print blouse. She looks like someone's grandma.

ORACLE

I said don't worry about it. I'll get one of my kids to fix it.

NEO

How did you know...?

She sets the cookie tray on a wooden hot pad.

(CONTINUED)

CONTINUED:

ORACLE

What's really going to bake your noodle later on is, would you still have broken it if I hadn't said anything.

Smiling, she lights a cigarette.

ORACLE

You're cuter than I thought. I see why she likes you.

NEO

Who?

ORACLE

Not too bright though.

She winks.

ORACLE

You know why Morpheus brought you to see me?

He nods.

ORACLE

So? What do you think? You think you're the One?

NEO

Honestly? I don't know.

She gestures to a wooden plaque, the kind every kitchen has, except that the words are in Latin.

ORACLE

You know what that means? It's Latin. Means, 'Know Thyself'. I'm gonna let you in on a little secret. Being the One is just like being in love. Nobody can tell you you're in love. You just know it. Through and through. Balls to bones.

She puts her cigarette down.

ORACLE

Well, I better have a look at you.

She widens his eyes, checks his ears, then feels the glands in his neck.

(CONTINUED)

CONTINUED:

ORACLE

Open your mouth. Say 'ahh'.

She nods then looks at his palms.

ORACLE

Okay, now I'm supposed to say,
'Hmmm, that's interesting but...'
Then you say --

NEO

But what?

ORACLE

But you already know what I'm
going to tell you.

NEO

I'm not the One.

ORACLE

Sorry, kid. You got the gift but
looks like you're waiting for
something.

NEO

What?

ORACLE

Your next life, maybe. Who knows.
That's how these things go.

Neo almost has to laugh.

ORACLE

What's funny?

NEO

Morpheus. He almost had me
convinced.

ORACLE

I know. Poor Morpheus. Without
him we are lost. We will never
find the One.

NEO

What do you mean, without him?

The Oracle takes a long drag, regarding Neo with the eyes
of a Sphinx.

(CONTINUED)

CONTINUED:

ORACLE

Are you sure you want to hear this?

Neo nods.

ORACLE

Morpheus believes in you, Neo and no one, not you or even me can convince him otherwise. He believes it so blindly that he's going to sacrifice his life to save yours.

NEO

What?

ORACLE

You're going to have to make a final choice. In one hand, you will have Morpheus's life. In the other hand, you will have your own. One of you is going to die. Which one, will be up to you.

Neo can't breathe.

ORACLE

I'm sorry, kiddo. I really am. You have a good soul and I hate giving good people bad news. But don't worry, as soon as you walk outside that door, you'll start feeling better. You'll remember that you don't believe any of this fate crap. You're in control of your own life, remember?

He tries to nod as she reaches for the tray of cookies.

ORACLE

Here, take a cookie. I promise by the time you're done eating it, you'll feel right as rain.

Neo takes a cookie, the tightness in his chest slowly beginning to fade.

INT. SITTING ROOM - DAY

Morpheus rises from a couch as the Priestess escorts Neo out. When they are alone, Morpheus puts his hand on Neo's shoulder.

(CONTINUED)

CONTINUED:

MORPHEUS

There is a rule that no one can
ask what the Oracle said to you.
What was said was said for you and
you alone.

He smiles.

MORPHEUS

I can see it in your eyes, that
you are still confused. That's
all right, Neo. Give it time, let
it all sink in. I know it can be
difficult to see the path even
when it's right under your feet.

Neo nods and takes a bite of his cookie.

INT. CAR

Neo and Morpheus get in the car.

MORPHEUS

Let's go.

Cypher slaps the car in gear and pulls into traffic.
Trinity looks at Neo who is staring at the final bit of
cookie. He puts it in his mouth and chews.

TRINITY

Are you all right?

NEO

... right as rain.

EXT. CITY STREET - DAY

Switch watches as an unmarked white van trolls by.

SWITCH

Weird.

APOC

What?

SWITCH

That's the third white van I've
seen.

APOC

Should Tank I.D. it?

(CONTINUED)

CONTINUED:

Switch sees the black car turn onto their street.

SWITCH

No. Here they come.

INT. ROOM 1313 - DAY

Mouse's CELLULAR RINGS.

MOUSE

Welcome to Movie-Phone.

TANK (V.O.)

They're on their way.

The phone flips shut as he jumps up.

EXT. CITY STREET

Cypher closes the garage door, nervously looking around. At the end of the alley is another white van. He mops the sweat from his forehead, following the others into the hotel.

INT. MAIN DECK

Sweat rolls down Cypher's face and neck. At the operator's station, Tank is typing rapidly.

TANK

What is that...?

INT. HOTEL LAFAYETTE - DAY

Light filters down the throat of the building, through a caged skylight at the top of the open elevator shaft. Four figures glide up the dark stairs that wind around the antique elevator.

Neo notices a black cat, a yellow-green eyed shadow that slinks past them and pads quickly down the stairs.

A moment later, Neo sees another black cat that looks and moves identically to the first one.

NEO

Whoa. Deja vu.

Those words stop the others dead in their tracks.

INT. MAIN DECK

The monitors suddenly glitch as though the Matrix had an electronic seizure.

TANK
Oh shit! Oh shit!

INT. HOTEL LAFAYETTE - DAY

Trinity turns around, her face tight.

TRINITY
What did you just say?

NEO
Nothing. Just had a little deja vu.

TRINITY
What happened? What did you see?

NEO
A black cat went past us and then I saw another that looked just like it.

TRINITY
How much like it? Was it the same cat?

NEO
It might have been. I'm not sure.

Trinity looks at Morpheus who listens quietly to the RASPING BREATH of the old BUILDING.

NEO
What is it?

TRINITY
A deja vu is usually a glitch in the Matrix. It happens when they change something.

She also listens as the STACCATO BEAT of HELICOPTER BLADES GROWS ominously LOUD.

INT. MAIN DECK

Tank sees what was changed.

TANK
It's a trap!

INT. STAIRCASE - DAY

Morpheus looks up the stairs as a helicopter shadow passes over the clouded glass.

MORPHEUS

Come on!

INT. BASEMENT - DAY

Heavy bolt cutters snap through the main phone cable.

INT. ROOM 1313 - DAY

Mouse goes to the draped windows as his CELLULAR RINGS. He answers it.

TANK (V.O.)

They cut the hardline! It's a trap! Get out!

Mouse yanks open the curtain.

MOUSE

Oh no.

The windows are bricked up. Mouse spins as the RUMBLE of COMBAT BOOTS BUILDS, then EXPLODES into the room.

INT. MAIN DECK

Tank watches helplessly.

TANK

No, no, no.

INT. STAIRS - DAY

Morpheus stops as MOUSE'S SCREAM is drowned out by the REPORT of MACHINE GUN FIRE.

INT. ROOM 1313 - DAY

Mouse sails backwards as BULLETS POUND him against the blood-spattered brick window.

INT. MAIN DECK

Mouse's body thrashes against its harness, blood coughing from his mouth in one final spasm, then lying perfectly still. The FLATLINE ALARM softly cries out from the life monitor.

EXT. HOTEL LAFAYETTE - DAY

More police cars arrive as cops break open the lobby doors.

INT. STAIRWELL - DAY

Flying downstairs, Morpheus stops, hearing POLICE SWARMING below. He turns and rushes down the hall of the eighth floor. At the end of it, he finds the bricked up windows.

CYPHER

That's what they changed. We're trapped. There's no way out.

The sound of HEAVY BOOTSTEPS close around them with the mechanical sureness of a vice.

MORPHEUS

Give me your phone.

TRINITY

They'll be able to track it.

MORPHEUS

We have no choice.

INT. MAIN DECK

Tank answers the call.

MORPHEUS (V.O.)

Tank, find a structural drawing of this building and find it fast.

His fingers pound the keyboard.

INT. HOTEL LAFAYETTE - DAY

Flashlights probe the rotting darkness as the police search every floor.

INT. MAIN DECK

The diagram windows onto the screen.

TANK

Got it.

MORPHEUS (V.O.)

I need the main wet-wall.

INT. HALL - DAY

Agent Smith pauses, his hand going to his earpiece.

INT. ROOM 808 - DAY

Morpheus is guided by Tank.

TANK (V.O.)
Now left and that's it in front of
you.

MORPHEUS
Good.

He cuts off the phone.

INT. HALL - DAY

Agent Smith hears the LINE CLICK dead.

AGENT SMITH
Eighth floor. They're on the
eighth floor.

INT. STAIRWELL - DAY

Cops flood the eighth floor, rushing everywhere.

INT. ROOM 808 - DAY

Several COPS sweep through the room. It is empty. As they pass the bathroom, we see a man-sized hole smashed through the plaster and lathe.

INT. WALL - DAY

They are inside the main plumbing wall, slowly worming their way down the grease black stack pipes.

Above them, light fills the hole they made to get inside.

INT. HALL - DAY

Brown turns to Smith.

AGENT BROWN
Where are they?

INT. ROOM 808 - DAY

The Cops search in silence, straining for a clue, when one hears something strange near the bathroom.

INT. WALL - DAY

Cypher has slipped and is wedged between the wall and several thick supply pipes.

INT. ROOM 808 - DAY

The Cop leans in, his ear almost against the thin membrane of plaster separating them. He can hear whispers, hisses and a grunt when --

The wall suddenly bulges, shatter-cracking as the Cop realizes --

COP
They're in the walls!

INT. WALL - DAY

Trinity pulls Cypher free just as the Cop OPENS FIRE --

BULLETS PUNCHING shafts of light like swords into the box of soot-black space.

Neo finds his GUN first and begins BLASTING blindly through the plaster and lath.

INT. ROOM 808 - DAY

The Cop spins out of the bathroom for cover, Neo's BULLETS SPLINTERING the door jamb.

About to whirl back in, he freezes as something seems to seize hold of him. The Cop's body starts to spasm and his M-16 falls to the ground, long shadows springing up from the mounted flashlight.

INT. WALL - DAY

Neo listens for a moment, the gunfire quiet when he hears FOOTSTEPS rising fast.

Two arms suddenly smash through the wall, punching Neo back against the iron stack pipe, fingers gouging into his neck.

(CONTINUED)

CONTINUED:

NEO

Fuck.

His gun clatters down the dark crevice.

TRINITY

It's an Agent!

Just as Neo's throat is about to collapse, Morpheus explodes through the tattered plaster and lath, diving on top of Agent Smith.

The two men crash to the wet terrazzo floor. Before Agent Smith can find his weapon, Morpheus is on him, pinning him in an iron grip.

In the crawlspace, Trinity tries to scramble up past Cypher.

TRINITY

Morpheus!

Morpheus squeezes Agent Smith's throat.

MORPHEUS

Trinity, you must get Neo out. Do you understand? He is all that matters.

Neo suddenly glimpses what is happening but is powerless to stop it.

NEO

No. No! Morpheus! Don't!

MORPHEUS

Trinity! Go! Get to the basement. Find the catch basin!

Behind his crooked glasses, Agent Smith smiles.

AGENT SMITH

The sewers. Of course.

MORPHEUS

Hurry!

AGENT SMITH

They won't make it.

Trinity's fists ball in frustration. She yells down to Apoc.

(CONTINUED)

CONTINUED:

TRINITY

Go!

NEO

We can't leave him!

TRINITY

We have to!

She grabs his ankle and they begin almost falling using the lath as a brake, skidding down the inside of the wall.

INT. BASEMENT - DAY

This part of the basement, a dark concrete cavern, was the main mechanical room. There are four enormous boilers, dinosaur-like technology that once pumped hot water like arteries.

Apoc is the first to smash through in a hail of dirt and plaster, landing in the middle of an enemy search unit. Apoc doesn't let them suffer too long.

Immediately, he is on them, a long blade flashing in his hand in wide, bloody electric arcs, feet kicking, bones breaking.

Switch drops next to him from the wet wall. Whipping out small, full AUTOMATIC MACHINE GUNS, she begins laying down cover FIRE as more men surround them.

Blinding lights cut open the darkness as gas-masked figures FIRE GRENADE LAUNCHERS.

Smoke blossoms from the green metal canisters.

Trinity never stops moving. Searching the floor, she finds what she needs; the cover of the catch basin.

Cypher watches her pry open the grate, when a gas can bounces near him.

TRINITY

Come on!

Cypher seems to trip as the cloud envelops him.

Trinity watches Cypher disappear into the smoke, then follows the others down the wet-black hole.

INT. ROOM 808 - DAY

Morpheus and Agent Smith remain on the ground, locked in each other's death grip.

AGENT SMITH
The great Morpheus. We meet/at
last.

MORPHEUS
And you are?

AGENT SMITH
Smith. I am Agent Smith.

MORPHEUS
You all look the same to me.

Agent Smith counters Morpheus and slowly begins to pry his hands from his throat.

Striking like a viper, Morpheus drives a vicious head butt into Agent Smith's face. His nose and glasses shatter.

Morpheus flips up over Agent Smith, about to run, but lands in front of a wall of men. Agent Smith rises behind him, tossing off the broken sunglasses.

AGENT SMITH
Take him.

The wall of Cops rush Morpheus, filling the tiny bathroom until he disappears under the tide.

INT. MAIN DECK

Tank reaches out to the screen as if reaching for Morpheus.

TANK
No!

EXT. HOTEL LAFAYETTE - DAY

Cypher is carried out, handcuffed, his body still shaking, mucus bubbling out his nose. Agent Jones nods to Agent Brown.

AGENT JONES
We have them now.

EXT. STREET - DAY

A manhole cover cracks open. Two eyes peek out just as a TRUCK RATTLES over it. The THUNDER DOPPLERS AWAY and the cover opens.

Neo, Trinity, Switch and Apoc climb out. Trinity pulls a waterlogged phone from her pocket.

TRINITY

We need a phone.

INT. MAIN DECK

Tank is again at the monitors, searching the Matrix.

TANK

We gotta find the others. They're still alive.

The PHONE RINGS.

TANK

Operator.

CYPHER (V.O.)

I need an exit! Fast!

TANK

Cypher?

EXT. STREET - DAY

Cypher is standing at a public phone. Across the street is the burning paddy wagon that appears to have collided with an oncoming car.

CYPHER

There was an accident. A fucking car accident. All of a sudden. Boom. Jesus, someone's going to make a believer out of me.

TANK (V.O.)

I got you.

CYPHER

Just get me outta here.

TANK (V.O.)

Nearest exit is Franklin and Erie. An old appliance store.

Cypher hangs up and smiles as the fire trucks arrive.

INT. MAIN DECK

The PHONE RINGS. Tank answers.

Operator. TANK

Tank, it's me. TRINITY (V.O.)

EXT. STREET - DAY

They are outside a pawn shop. Trinity has a new cellular.

Is Morpheus alive? NEO

Is Morpheus still alive, Tank? TRINITY

Yes. They're moving him. I don't know where yet. TANK (V.O.)

He's alive. TRINITY

Again, inevitability seems to cinch around Neo.

We need an exit! TRINITY

You're not far from Cypher. TANK (V.O.)

Cypher, I thought -- TRINITY

So did we. I sent him to Franklin and Erie. TANK (V.O.)

Got it. TRINITY

INT. APPLIANCE STORE - DAY

Dead machines, eviscerated and shrouded with dust lay on metal shelves like bodies in a morgue.

Plywood covering a small window is ripped off and Cypher crawls inside.

Deep in the back room, a PHONE that has not rung in years begins to RING.

EXT. STREET - DAY

Trinity sees the appliance shop.

INT. MAIN DECK

Tank punches the exit command.

TANK

Got him.

Cypher's body twitches in its harness, jerking itself awake.

INT. APPLIANCE STORE - DAY

Neo crawls through the window that Cypher opened.

INT. MAIN DECK

Tank finishes loading the exit program as Cypher pulls back a heavy blanket, exposing a high-tech rifle.

INT. APPLIANCE STORE - DAY

The PHONE begins to RING as the others crawl in.

SWITCH

God, I love that sound.

INT. MAIN DECK

Suddenly, a white BOLT of LIGHTNING EXPLODES against Tank's chair, blasting him into the air.

Cypher checks the gun, unable to believe he missed.

CYPHER

Shit.

Tank is on his feet, lunging when Cypher FIRES again, square into his chest.

DOZER

No!

INT. APPLIANCE STORE - DAY

The PHONE is still RINGING.

(CONTINUED)

CONTINUED:

TRINITY

You first, Neo.

Neo answers the PHONE when there is a CLICK. There is no signal. Nothing but silence.

TRINITY

What happened?

NEO

I don't know. It just went dead.

Trinity listens to the dead line and takes out the cellular.

INT. MAIN DECK

The operator PHONE begins to RING. Cypher steps over the SIZZLING BODY of Dozer and looks at the monitor.

INT. APPLIANCE STORE - DAY

Every unanswered RING wrings her gut a little tighter, until --

CYPHER (V.O.)

Hello, Trinity.

TRINITY

Cypher? Where's Tank?

CYPHER (V.O.)

He had an accident.

TRINITY

An accident?!

INT. MAIN DECK

He walks over to Trinity's body, staring down at it hanging in its coma-like stillness.

CYPHER

You know, for a long time, I thought I was in love with you, Trinity. I used to dream about you...

He nuzzles his face against hers, feeling the softness of it.

(CONTINUED)

CONTINUED:

CYPHER

You are a beautiful woman. Too bad things had to work out like this.

TRINITY

You killed them.

APOC

What?!

SWITCH

Oh, God.

Wearing Tank's operator headgear, Cypher moves among the silent bodies.

CYPHER

I'm tired, Trinity. I'm tired of this war, I'm tired of fighting. I'm tired of this ship, of being cold, of eating the same fucking goop every day. But most of all, I'm tired of this jagoff and all of his bullshit.

TRINITY

My God. Morpheus. You gave them Morpheus.

CYPHER

Yes. You see, the truth is, Trinity, that we humans have a place in the future. But it's not here. It's in the Matrix.

TRINITY

The Matrix isn't real!

CYPHER

Oh, I disagree, Trinity. I disagree. I think the Matrix is more real than this world. I mean, all I do is pull a plug here. But there, you watch a man die.

He grabs hold of the cable in Apoc's neck, twists it and yanks it out.

CYPHER

You tell me which is more real.

(CONTINUED)

CONTINUED:

Apoc seems to go blind for an instant, a scream caught in his throat, his hands reaching for nothing, and then falls dead. Switch screams.

TRINITY

But you're out, Cypher. You can't go back.

CYPHER

That's what you think. They've promised to back me, Trinity. They're going to reinsert my body. I'll go back to sleep and when I wake up, I'll be fat and rich and I won't remember a goddamn thing. It's the American dream.

He laughs, his hand sliding around the neck of Switch as he takes hold of her plug.

CYPHER

Welcome to the real world, eh, baby?

She suddenly feels her body severed from her mind as she is murdered.

TRINITY

Goddamn you, Cypher!

CYPHER

Don't hate me, Trinity. I'm just the messenger. And right now I'm going to prove it to you.

He stands over Neo.

CYPHER

If Morpheus was right, then there's no way I can pull this plug, is there?

She turns to Neo, eyes wide with fear and he knows he is next.

CYPHER

If he is the One, then in the next few seconds there has to be some kind of miracle to stop me. Right? How can he be the One if he's dead?

He takes hold of the cord.

(CONTINUED)

CONTINUED:

CYPHER

You never did answer me, Trinity, when I asked you before. Did you buy Morpheus' bullshit? Come on. You can tell me, did you? All I want is a little yes or no. Look into his eyes, Trinity, those pretty blue eyes and tell me the truth. Yes or no.

Trinity stares at Neo as a single word falls soundlessly from her lips.

TRINITY

... yes.

CYPHER

No!

Cypher is frozen, staring AT us in terror.

CYPHER

I don't believe it!

Charred and bloody, Tank levels the gun.

TANK

Believe it or not, you piece of shit, you're still going to burn.

He FIRES a CRACKLING BOLT of LIGHTNING that knocks Cypher flying backwards.

INT. APPLIANCE STORE

Trinity throws her arms around Neo and for a moment they are alone and alive until --

The PHONE RINGS.

NEO

Go. You first this time.

INT. MAIN DECK

Trinity's eyes snap open, a sense of relief surging through her at the sight of the ship. As Tank unplugs her, she sees his charred wounds.

TRINITY

Tank, you're hurt.

(CONTINUED)

CONTINUED:

TANK
I'll be all right.

TRINITY
Dozer?

Tank's face tightens.

TRINITY
I'm sorry, Tank.

EXT. GOVERNMENT BUILDING - DAY

A government highrise in the middle of downtown where a military helicopter sets down on the roof.

Agent Jones gets out of the helicopter, flanked by columns of Marines. They open the roof access door and enter the top floor maintenance level of the hotel.

INT. EXECUTIVE OFFICE - DAY

Agent Smith stands, staring out the windows at the city below shimmering with brilliant sunlight.

AGENT SMITH

Have you ever stood and stared at it, Morpheus? I marveled at its beauty. Its genius. Billions of people just living out their lives... oblivious.

Morpheus is handcuffed to a chair, stripped to the waist. He is alternately shivering and sweating, wired to various monitors with white disk electrodes. Beside him, Agent Brown sucks a serum from a glass vial, filling a hypodermic needle.

AGENT SMITH

Did you know that the first matrix was designed to be a perfect human world? Where none suffered, where everyone would be happy. It was a disaster. No one would accept the program. Entire crops were lost.

Agent Brown jams the needle into Morpheus' shoulder and plunges down.

(CONTINUED)

Hum/Hum?

Simple reason
for torture - need
to get codes for

Zion access

Orson
Welles -
Third Man
Antz

CONTINUED:

AGENT SMITH
Some believed we lacked the programming language to describe your perfect world. But I believe that, as a species, human beings define their reality through suffering and misery. + suffering.

agents have
own
thoughts,
beliefs.
∴ different
programs,
experience.

Agent Brown studies the screens as the life signs react violently to the injection.

So AGENT SMITH
The perfect world was a dream that your primitive cerebrum kept trying to wake up from. Which is why the matrix was redesigned to this: the peak of your civilization.

He turns from the window.

AGENT SMITH ^{but}
I say 'your civilization' because as soon as we started thinking for you, it really became our civilization, which is, of course, what this is all about.

He sits down directly in front of Morpheus.

AGENT SMITH ^{Evolution} to-
Evolution, Morpheus. Evolution.

He lifts Morpheus' head.

AGENT SMITH
Like the dinosaur. Look out that window. You had your time.

Morpheus stares hard at him, trying not to show the pain racking his mind.

AGENT SMITH
The future of your world, Morpheus. (The) future is (our) time.

Agent Smith looks at Agent Brown.

make him nod

AGENT SMITH
Double the dosage.

Agent Jones suddenly enters.

matter of fact
no need for colour.

AGENT JONES
We could have a problem.

INT. MAIN DECK

Neo looks at Morpheus whose body is covered with a cold sweat.

NEO

What are they doing to him?

TANK

They're hacking his mind.

NEO

How?

TANK

They inject virus-like serums to attack the neuro-systems. It's like cracking a computer. All it takes is time.

NEO

How much time?

TANK

Depends on the mind. But eventually, it will crack and his alpha pattern will change from this to this.

Tank punches several commands on Morpheus's personal unit. The monitor waves change from a chaotic pattern to an ordered symmetrical one.

TANK

When it does, Morpheus will tell them anything they want to know.

NEO

What do they want?

TANK

Every leader of every ship is given the codes to Zion's mainframe computer which can be accessed only through the Matrix. They are used only in emergencies. If an agent had those codes and got inside Zion's mainframe they could disable the entire defense system. It would be the end of everything.

He looks up at Trinity who is pacing relentlessly.

TANK

We can't let that happen, Trinity. Zion has to be protected.

INT. GOVERNMENT BUILDING

Morpheus is fighting to hold his mind together. The agents stand over him.

AGENT SMITH

Never send a human to do a machine's job.

AGENT BROWN

If, indeed, Reagan had failed, they will sever the connection as soon as possible, unless --

AGENT JONES

They are dead. In either case --

AGENT SMITH

We have no choice but to continue as planned. Deploy the sentinels. Immediately.

INT. MAIN DECK

Trinity sees Cypher's dead body. Rage overtakes her and she kicks him.

TRINITY

Goddamnit! Goddamnit!

NEO

There has to be something that we can do.

TANK

There is. We have to pull the plug.

TRINITY

You're going to kill him? Kill Morpheus?!

TANK

Trinity, we don't have any other choice.

Neo suddenly sees it perfectly clear, fate rushing at him like an oncoming train.

Tank kneels beside Morpheus' body.

TANK

Morpheus, you were more than our leader. You were... our father. We will miss you, always.

(CONTINUED)

CONTINUED:

Trinity can't bear to watch. As she closes her eyes, her tears slip free.

Tank takes hold of the plug.

Neo is paralyzed, his whole life is suddenly suspended by the finality of this moment hurling at him with the speed of a bullet.

Tank closes his eyes --

NEO

Stop!

They both look at him.

NEO

Goddamnit! I don't believe this is happening!

TANK

Neo, this has to be done!

NEO

Does it? I don't know. This can't be just coincidence. It can't be! Can it?

TANK

What are you talking about?

NEO

The Oracle. She told me this would happen. She told me...

Neo stops, his stare fixed on Morpheus.

NEO

That I would have to make a choice...

TRINITY

What choice?

He makes his choice. Turning, he walks to his chair.

TRINITY

What are you doing?

NEO

I'm going in after him.

TRINITY

You can't!

(CONTINUED)

CONTINUED:

NEO

I have to.

TRINITY

Morpheus sacrificed himself so we could get you out! There's no way you're going back in!

NEO

Morpheus did what he did because he believed that I'm something I'm not.

TRINITY

What?

NEO

I'm not the One, Trinity. The Oracle hit me with that too.

Trinity is stunned.

TRINITY

No, you... have to be.

NEO

I'm sorry, I'm not. I'm just another guy. Morpheus is the one that matters.

TRINITY

No, Neo. That's not true. It can't be true.

NEO

Why?

TRINITY

Because...

Uncertainty swallows her words and she is unable to tell him what she wants to.

TANK

Neo, this is loco. They've got Morpheus in a military-controlled building. Even if you somehow got inside, those are agents holding him. Three of them! I want Morpheus back, too, but what you are talking about is suicide.

(CONTINUED)

CONTINUED:

NEO

I know that's what it looks like, but it's not. I can't logically explain to you why it's not. Morpheus believed something and he was ready to give his life for what he believed. I understand that now. That's why I have to go.

TANK

Why?

NEO

Because I believe in something.

TRINITY

What?

NEO

I believe I can bring him back.

Trinity stares at him, hovering on the edge that he just jumped off. Her jaw sets and she starts climbing into the chair beside him.

NEO

What are you doing?

TRINITY

I'm coming with you.

NEO

No, you're not.

TRINITY

No? Let me tell you what I believe. I believe Morpheus means more to me than he does to you. I believe that if you are serious about saving him then you are going to need my help and since I am the ranking officer on this ship, if you don't like it then I believe that you can go to hell, because you aren't going anywhere else.

There is nothing more to say except --

TRINITY

Tank, load us up.

INT. EXECUTIVE OFFICE - DAY

Agent Smith sits casually across from Morpheus who is hunched over, his body leaking and twitching.

AGENT SMITH

I'd like to share a revelation / that I've had during my time here. / It came to me when I tried to classify your species. I've realized that you are not actually mammals.

The life signs continue their chaotic patterns.

AGENT SMITH

Every mammal on this planet instinctively develops a natural equilibrium with the surrounding environment. But you humans do not. You move to an area and you multiply and multiply until every natural resource is consumed and the only way you can survive is to spread to another area.

somewhere else

He leans forward.

AGENT SMITH

There is ^{an} (another) organism on this planet that follows the same pattern. (Do you know what it is?) A virus.

He smiles. *no... why malicious?*

AGENT SMITH

Human beings are a disease, a cancer of this planet. You are a plague. And we are... the cure.

INT. MAIN DECK

Trinity and Neo hang motionless in the suspension unit. Tank is at the operations station.

TANK

Okay. Store's open. What do you need? Besides a miracle...

NEO (V.O.)

Guns. Lots of guns.

why? Agent Smith not gloating... no need. Therefore genuine revelation (+ held belief that humans are destroying planet).

INT. CONSTRUCT

Racks of weapons appear and they begin to arm themselves.

TRINITY

No one has ever done anything like this.

NEO

Yeah?

He snap cocks an Uzi.

NEO

That's why it's going to work.

INT. EXECUTIVE OFFICE - DAY

Agent Smith is again at the window.

AGENT SMITH

Why isn't the serum working?

*The serum is not working.
Why?*

AGENT BROWN

Perhaps we are asking the wrong questions.

Agent Smith hides his knotting fist. He is becoming angry. It is something that isn't supposed to happen to Agents.

AGENT SMITH

Leave me with him.

Agents Brown and Jones look at each other.

AGENT SMITH

Now!

They leave and Agent Smith sits beside Morpheus.

AGENT SMITH

Can you hear me, Morpheus? I'm going to be honest with you.

He removes his earphone, letting it dangle over his shoulder.

*Why say this?
Has not been
is not going to be?*

AGENT SMITH

I hate this place. (This zoo. This prison.) This reality, whatever you want to call it, I can't stand it any longer.

(MORE)

its a zoo. a prison.

(CONTINUED)

is he really
paranoid?

philosophical base to Smith.

101.

CONTINUED:

Truth?

fear?



AGENT SMITH (CONT'D)

It's the smell, if there is such a thing. I feel saturated by it. I can taste your stink and every time I do, I fear that I've somehow been infected by it.

questioning
all reality??
all things.
Why - no
spirit?
no
soul?

He wipes sweat from Morpheus' forehead, coating the tips of his fingers, holding them to Morpheus' nose.

AGENT SMITH

Repulsive, isn't it?

He lifts Morpheus' head, holding it tightly with both hands.

AGENT SMITH

I must get out of here, I must get free. In this mind is the key. My key.

Morpheus sneers through his pain.

AGENT SMITH

Once Zion is destroyed, there is no need for me to be here. Do you understand? I need the codes. I have to get inside Zion. You have to tell me how.

He begins squeezing, his fingers gouging into his flesh.

AGENT SMITH

You are going to tell me/or you are going to die.

INT. MAIN DECK

Tank sits down beside Morpheus whose face is ashen like someone near death. He takes hold of his hand.

TANK

Hold on, Morpheus. They're coming for you. They're coming.

EXT. GOVERNMENT BUILDING - DAY

A dark wind blows.

INT. GOVERNMENT BUILDING - DAY

In long black coats, Trinity and Neo push through the revolving doors.

Neo is carrying a duffel bag. Trinity has a large metal suitcase. They cut across the lobby to the security station, drawing nervous glances.

Dark glasses, game faces.

Neo calmly passes through the METAL DETECTOR which begins to WAIL immediately.

A SECURITY GUARD moves over toward Neo, raising his metal detection wand.

GUARD

Would you please remove any
metallic items you are carrying:
keys, loose change --

Neo slowly sets down his duffel bag and throws open his coat, revealing an arsenal of guns, knives, and grenades slung from a climbing harness.

GUARD

Holy shit --

Neo and Trinity are a blur of motion. In a split second, three guards are dead before they hit the ground.

Chaos erupts; bystanders run for cover, POPPING CAPS ECHOING in the stark official lobby.

A second wave of plainclothes cops and guards try to stop them. They are met by the MUTED SPIT of a SILENCED GUN and the razored WHISTLE of THROWING STARS.

Weapons like extensions of their bodies, are used with the same deadly precision as their feet and their fists.

Bodies slump down to the marbled floor while Neo and Trinity hardly even break their stride.

INT. EXECUTIVE OFFICE

Agents Jones and Brown burst into the room. Agent Smith releases Morpheus.

AGENT BROWN

What were you doing?

Agent Smith recovers, replacing his ear-piece.

(CONTINUED)

CONTINUED:

AGENT JONES

You don't know.

AGENT SMITH

Know what?

Agent Smith listens to his earphone, not believing what he is hearing.

INT. ELEVATORS - DAY

They get in. Trinity immediately drops and opens the suitcase, wiring a plastique and napalm bomb.

Neo hits the emergency stop. He pulls down part of the false ceiling and finds the elevator shaft access panel.

INT. EXECUTIVE OFFICE - DAY

Agent Jones looks at Morpheus.

AGENT JONES

I think they're trying to save him.

INT. ELEVATOR SHAFT - DAY

Neo ratchets down a clamp onto the elevator cable. Both of them lock on. He looks up the long, dark throat of the building and takes a deep breath.

NEO

There is no spoon.

Neo whips out his gun and presses it to the cable, lower than they attached themselves.

BOOM! The CABLE SNAPS.

The counter-weights plummet, yanking Trinity and Neo up through the shaft as --

The elevator falls away beneath them, distending space, filling it with the sound of WHISTLING METAL as they sear to the top.

INT. LOBBY - DAY

The ELEVATOR HITS the bottom.

(CONTINUED)

CONTINUED:

BA-BOOM!

The MASSIVE EXPLOSION BLOWS OPEN the DOORS, fire clouds engulfing the elevator section of the lobby.

INT. EXECUTIVE OFFICE - DAY

The Agents hear the BLAST of FIRE ALARMS.

AGENT JONES
Lower level --

AGENT BROWN
They are actually attacking.

Another enormous EXPLOSION THUNDERS above them, shaking the building. The ALARM sounds, emergency sprinklers begin showering the room.

Agent Smith smashes a table.

AGENT SMITH
Find them and destroy them!

Agent Jones nods and touches his ear-piece.

EXT. ROOF - DAY

The roof-access tower is now engulfed in flames as Neo and Trinity stand amongst a pile of their fallen enemies.

Across the roof, the PILOT inside the army helicopter watches the last of their ferocious onslaught.

PILOT
I repeat, we are under attack!

Suddenly his face, his whole body dissolves, consumed by spreading locust-like swarm of static as --

Agent Jones emerges.

Just as she drops the final Marine, Trinity sees what's coming.

Neo sees her, the fear in her face, and he knows what is behind him.

Screaming, he whirls, guns filling his hands with thought-speed.

(CONTINUED)

CONTINUED:

Fingers pumping, shells ejecting, dancing up and away, we look through the sights and gunsmoke at --

The Agent blurred with motion --

Until the HAMMERS CLICK against the empty metal.

NEO

Trinity!

Agent Jones charges.

NEO

... help.

His GUN BOOMS as we enter the liquid space of --

Bullet-time.

The AIR SIZZLES with wads of LEAD like angry flies as Neo twists, bends, ducks just between them.

Agent Jones still running, narrows the gap, the bullets coming faster until --

Neo bent impossibly back, one hand on the ground as a spiraling gray ball shears open his shoulder.

He starts to scream as another digs a red groove across his thigh.

He has only time to look up, to see Agent Jones standing over him, raising his gun a final time.

AGENT JONES

Only human...

Suddenly Agent Jones stops. He hears a SHARP METAL CLICK.

Immediately, he whirls around and turns straight into the muzzle of Trinity's .45 --

Jammed tight to his head.

TRINITY

Dodge this, mutherfucker!

BOOM! BOOM! BOOM! The body flies back with a flash of mercurial light and when it hits the ground --

It is the pilot.

Trinity helps Neo up.

(CONTINUED)

CONTINUED:

TRINITY

Neo, how did you do that?

NEO

Do what?

TRINITY

You moved like they moved. I've never seen anyone move that fast.

NEO

It wasn't fast enough.

He checks his shoulder wound.

TRINITY

Are you all right?

NEO

I'm fine. Come on, we have to keep moving.

Neo sees the helicopter.

NEO

Can you fly that thing?

TRINITY

Not yet.

She pulls out the cellular phone.

INT. HOVERCRAFT

Tank is back at the controls.

TANK

Operator.

TRINITY (V.O.)

Tank, I need a pilot program for a military M-109 helicopter.

Tank is immediately searching the disk drawers.

TRINITY (V.O.)

Hurry!

His fingers flash over the gleaming laser disks finding one that he feeds into Trinity's Supplement Drive punching the "load" commands on her keyboard.

EXT. ROOF - DAY

Trinity's eyes flutter as information surges into her brain, all the essentials of flying a helicopter absorbed at light-speed.

TRINITY

Let's go.

INT. HALL - DAY

Marines, trying to communicate with the men on the roof, are beginning to panic when Agent Jones comes around the corner.

SERGEANT

Sir! Sir! There was gunfire --
we've lost communication with the
roof!

AGENT JONES

Remain at your posts.

SERGEANT

But, sir -- the fire -- we should
evacuate!

AGENT JONES

You will do as you are ordered!

INT. EXECUTIVE OFFICE - DAY

Agent Jones throws open the door and enters, walking through the puddles pooling in the carpet.

Over the RUSHING WATER and the ALARMS, Agent Smith hears a sound and understands the seriousness of the attack.

He turns to the wall of windows as the helicopter drops INTO VIEW --

Neo is in the back bay, aiming the mounted .50 machine gun.

AGENT SMITH

No.

The GUN jumps and BULLETS EXPLODE THROUGH the WINDOW in a CACOPHONY of CRASHING GLASS --

As the Agents go for their weapons.

But Neo is too close, the .50 caliber too fast and BULLETS are everywhere, PERFORATING the room.

(CONTINUED)

CONTINUED:

Agent Smith is hit first, his body jack-knifing back, blood arcing out with a sudden flash of light --

Then Agent Brown, his GUN still FIRING as his body falls.

And finally Agent Jones.

Neo stares at Morpheus, trying to will him into action.

NEO
Get up, Morpheus! Get up!

Neo grabs the climbing rope and attaches one end to his harness.

INT. HALL - DAY

Just outside the executive office, three Marines blister with snow-static.

INT. EXECUTIVE OFFICE - DAY

Slowly, Morpheus lifts his face into the room's rain. When he finally opens his eyes, they are again dark and flashing with fire.

He rises from the chair, snapping his handcuffs just as the Agents enter the adjoining room.

Agent Smith stops and sees Morpheus run past the open door.

Nooo!

AGENT SMITH

He FIRES SWEEPING ACROSS the sheetrocked WALL in a perfect line.

For an instant, we see the BULLETS SHRED, PUNCTURING the WALL, searing through the wet air with jet trails of chalk.

And as Morpheus starts his dive for the window, a bullet buries itself in his leg --

Knocking him off balance.

NEO
He won't make it.

Morpheus lunges, out of control --

(CONTINUED)

CONTINUED:

As Neo spins, every move a whip crack, snapping the other rope-end on to a bolted bar as --

Morpheus begins to fall, when Neo hurls himself into the wide blue empty space --

Flying for a moment.

The rope snaking out behind him; an umbilical cord attached to a machine.

As their two bodies, set in motion, rushing at each other on a seemingly magnetic course until --

They collide.

Almost bouncing free of each other, arms, legs scrambling, hands searching in furious desperation, finding hold and clinging.

Until the LINE ends, SNAPPING taut, cracking their fragile embrace. Morpheus tumbles, legs flipping over, falling down --

The ground deliriously distant --

As Neo snatches hold of his mentor's still handcuffed wrist.

NEO

Gotcha!

INT. MAIN DECK

Tank stares at the screen, his mouth agape.

TANK

He is the One. He's gotta be...
but why? He's gotta be!

EXT. GOVERNMENT BUILDING

Trinity is already pulling the copter up and away.

Anger boils up into Agent Smith and he points his gun, targeting the helicopter. He'll bring them all down.

The helicopter crabs through the canyon of skyscrapers and just as Agent Smith FIRES --

It disappears behind a building, Agent Smith's BULLETS FRACTURING the huge PANES of skyscraper GLASS.

(CONTINUED)

CONTINUED:

AGENT SMITH
Find them! Track them!

EXT. ROOFTOP - DAY

The helicopter touches down on the skyscraper in a swirl of dust and gravel. Neo has an arm around Morpheus, holding him up.

TRINITY

Morpheus!

She runs at him, slamming her arms around him.

MORPHEUS

Do you believe it now, Trinity?

Trinity looks at Neo.

NEO

Morpheus, the Oracle... she told me --

MORPHEUS

She told you exactly what you needed to hear. That's all. Sooner or later, Neo, you're going to realize just like I did the difference between knowing a path and walking a path.

INT. MAIN DECK

The PHONE RINGS.

MORPHEUS (V.O.)

Tank.

TANK

Goddamn! It's good to hear your voice, sir!

MORPHEUS (V.O.)

We need an exit.

TANK

Got one ready, sir. Subway. State and Balbo.

MORPHEUS (V.O.)

We're on our way --

EXT. ROOFTOP - DAY

We rush at the roof access door as it suddenly slams open and the three agents charge out.

But Neo, Trinity and Morpheus are already gone.

AGENT SMITH
Damnit!

AGENT BROWN
The trace was completed.

AGENT JONES
We have their position.

AGENT BROWN
The extermination unit is in place.

AGENT JONES
Order the strike.

Agent Smith can't stand listening to them. He moves to the edge of the building, looking out at the surrounding city.

AGENT SMITH
They're not out yet.

INT. SUBWAY STATION - DAY

An old man sits hunched in the far corner of the station, shadows gathered around him like blankets. Mumbling, he nurses from a bottle of Thunderbird when --

A PHONE begins to RING.

Neo leads Trinity and Morpheus bounding over a set of turnstiles towards the ringing phone inside a graffiti-covered booth.

NEO
Let's go! You first, Morpheus.

Morpheus gets in and answers the phone.

Lost in the shadow, the Old Man watches as Morpheus disappears, the phone dropping, dangling by its cord. His eyes grow wide, glowing white in the dark.

*Why? Different to
one agents?
Partly?
Human?
With
experience
do
become
'Humanized'?*

EXT. ROOFTOP - DAY

Agent Smith stares, his face twisted with hate. He will never be free of the Matrix.

He starts to turn from the edge of the building when he suddenly hears it, his head whipping back around, staring --

INT. SUBWAY - OLD MAN'S POV - DAY

Through the Old Man's eyes as the world begins to RUMBLE.

TRINITY

hangs up the phone, then turns to Neo.

TRINITY

Neo, I have to tell you something.
I don't know what it means or even
if it matters but I feel I have to
say it.

The RUMBLE GROWS, the ground beginning to shake.

TRINITY

I've never told anyone this
before. I think I've been afraid
to.

Behind her, the PHONE begins to RING.

TRINITY

When I went to the Oracle, she
told me... she told me that I
would meet a man. And that I
would fall in love...

The RUMBLE RISES, drowning her voice. Neo is drawn towards her, their lips close enough to kiss when a TRAIN BLASTS into the station.

For a moment, they are frozen by the strobing lights of the train until Neo whispers in her ear.

NEO

Promise me you'll tell me the
rest?

She nods as he closes the booth. The PHONE RINGS once more before she lifts the receiver when --

In the darkness of the far corner, Neo sees the old man in the flashing train-light as he becomes --

(CONTINUED)

CONTINUED:

Agent Smith, raising a fistful of black gun-metal.

NEO

No!

The GUN FIRES, the BULLET flying at her, BURSTING through the PLASTIC WINDOW just as --

Trinity disappears.

The handset hanging in the air as the BULLET HITS, SHATTERING the EAR-PIECE.

INT. HOVERCRAFT

Trinity blinks, shivering as her conscious exits the Construct.

TRINITY

Neo!

TANK

What the hell just happened?

TRINITY

An Agent! You have to send me back!

TANK

I can't!

INT. SUBWAY STATION - DAY

The destroyed phone dangles in the empty booth. Neo turns to Agent Smith whose gun stares at him like a third eye.

AGENT SMITH

Mr. Anderson.

INT. MAIN DECK

Morpheus and Trinity stand behind Tank riveted to the scrolling code.

TRINITY

Run, Neo. Run.

INT. SUBWAY STATION - DAY

Neo looks at the dead escalator that rises up behind him. Slowly he turns back and in his eyes we see something different, something fixed and hard like a gunfighter's resolve.

There is no past or future in these eyes. There is only what is.

INT. MAIN DECK

Trinity is unable to understand.

TRINITY
What is he doing?

MORPHEUS
He's beginning to believe.

INT. SUBWAY STATION - DAY

Neo whip-draws his gun flashpoint speed of lightning as --

Smith OPENS FIRE.

GUN REPORT THUNDERS through the underground, both men BLASTING, moving at impossible speed.

For a blinking moment we enter BULLET-TIME.

Gun flash tongues curl from Neo's gun, bullets float forward like a plane moving across the sky, cartridges cartwheel into space.

An instant later they are nearly on top of each other, rolling up out of a move that is almost a mirrored reflection of the other --

Each jamming their gun tight to the other's head.

They freeze in a kind of embrace; Neo sweating, panting, Agent Smith machine-calm.

Agent Smith smiles.

AGENT SMITH
You're empty.

Neo pulls the TRIGGER. CLICK.

NEO
So are you.

(CONTINUED)

CONTINUED:

The smile falls. Agent Smith yanks his TRIGGER.

CLICK.

Agent Smith's face warps with rage and he attacks, fists flying at furious speed, blows and counters, Neo retreating as --

A knife-hand opens his forearm, and a kick sends him slamming back against a steel column.

Stunned, he ducks just under a punch that CRUNCHES into the BEAM, STEEL CHUNKS EXPLODING like shrapnel.

Behind him, Neo leaps into the air, delivering a neck-snapping reverse round-house. Agent Smith's glasses fly off and he glares at Neo; his eyes ice blue.

AGENT SMITH

I'm going to enjoy watching you
die, Mr. Anderson.

Agent Smith attacks with unrelenting fury, fists pounding Neo like jackhammers.

INT. HOVERCRAFT

Trinity watches Neo as his body jerks, mouth coughing blood, his LIFE SIGNS GOING WILD.

TRINITY

Jesus, he's killing him!

INT. SUBWAY STATION - DAY

Agent Smith grabs hold of him, lifting him into the air, hurling him against the curved wall of the train tunnel, where he falls inches from the electrified third-rail.

The Agent is about to jump down and press his attack when he hears something. From deep in the tunnel, like an animal cry; a BURST of HIGH-SPEED METAL GRINDING against METAL.

The sound of an ON-COMING TRAIN.

Neo tries to get up. Agent Smith jumps down onto the tracks and drop-kicks him in the face.

The world again begins to shake, RUMBLING as the TRAIN NEARS.

(CONTINUED)

CONTINUED:

AGENT SMITH
Do you hear that, Mr. Anderson?

Agent Smith grabs Neo in a choke-hold forcing him to look down the tracks, the train's headlight burning a hole in the darkness.

AGENT SMITH
That is the sound of
inevitability.

Neo sees it coming and he starts to fight.

AGENT SMITH
It is the sound of your death.

There is another METAL SCREECH, much LOUDER, CLOSER, as Agent Smith tightens his hold. Neo is unable to breathe.

AGENT SMITH
Good-bye, Mr. Anderson.

The TRAIN ROARS at them, swallowing Agent Smith's words. The veins bulge in Neo's head, as he grits through the pain.

He is not ready to die.

NEO
My name is Neo.

Impossibly, he hurls himself straight up, smashing Smith against the concrete ceiling of the tunnel.

They fall as the sound and fury of the TRAIN EXPLODES into the station.

Neo backflips up off the tracks just as --

The train barrels over Agent Smith.

Neo stands, knees shaking, when the train slams on its emergency brake. With an ear-splitting SHRIEK of tortured rails, the TRAIN slows, part of it still in the station.

Neo turns, limping, starting to run, racing for the escalator --

As the train comes to a stop and the doors of the last car open; Agent Smith bursts out in furious pursuit, his glasses again intact.

INT. HOVERCRAFT

Tank searches the Matrix.

TRINITY
What just happened?

TANK
I don't know. I lost him.

MORPHEUS
He's on the run --

Suddenly, a SIREN sounds.

TANK
Oh shit!

Morpheus bolts to the ladder.

INT. COCKPIT

Morpheus climbs into the cockpit. On the hologram radar, he sees the Sentinels.

TRINITY
Oh no.

Trinity is behind him.

TRINITY
How long?

MORPHEUS
Five minutes. Maybe six.

Morpheus lifts the headset.

MORPHEUS
Tank, charge the E.M.P.

TANK (V.O.)
Yes, sir.

TRINITY
You can't use that until Neo is out!

MORPHEUS
I know, Trinity. Don't worry.
He's going to make it.

EXT. CITY STREET - DAY

A BUSINESSMAN walks along the sidewalk, wheeling and dealing into his cell phone when it disappears, snatched by Neo as he flashes by.

MAN

What the shit -- My phone!

The Man turns to call for help and when he turns back, it is Agent Smith.

Neo is in a full out sprint, spinning and weaving away from every pedestrian, every potential Agent.

He flips open the cell phone and dials long distance.

INT. HOVERCRAFT

Tank answers.

TANK

Operator.

NEO (V.O.)

Mr. Wizard, get me the fuck out of here!

EXT. CITY STREET - DAY

A pickup truck swerves onto the sidewalk behind him, driven by Agent Jones.

NEO

Hurry, Tank! I got some serious pursuit!

Neo dodges down an alley.

INT. HOVERCRAFT

The KEYBOARD CLICKING, Tank searches for an exit. Trinity screams into the headset.

TRINITY

Neo, you better get your ass back here!

EXT. ALLEY

Neo burns down the alley, the pickup fishtailing behind him, gaining fast.

(CONTINUED)

CONTINUED:

NEO

I'm trying, Trinity. I'm trying.

He runs, feet digging, legs pumping and just before the truck buries him --

He dives into a gangway at the last second.

INT. MAIN DECK

Tank speed-reads the reams of Matrix code.

TANK

I got a patch on an old exit.
Wabash and Lake. A hotel. Room
303.

EXT. CITY STREET

Neo springs from the gangway, head swiveling in all directions.

NEO

Which way? Which way?

TANK (V.O.)

Duck!

He ducks as a SWARM of BULLETS CHEW into the BRICK WALL behind him and springs full bore down the street, Agent Smith right behind him.

TANK (V.O.)

Go straight!

Neo hauls ass, juking, ducking and diving, feet hardly touching the ground.

TANK (V.O.)

Watch for those Girl Scouts!

Agent Jones emerges from a bus full of Girl Scouts that are unloading on his right.

Neo veers left as Agent Brown rises from behind a newspaper up ahead.

TANK (V.O.)

Left! Take a left!

He does, finding himself in an open market --

(CONTINUED)

CONTINUED:

That teems with people.

Neo screams and kamikazes his way down the little avenues lined with vendors and shops.

He careens through the labyrinth, out of control. And at every turn there is an Agent; appearing from crowds, behind fish counters, tent flaps, and crates.

Neo spins. He can't shake them. They are everywhere.

He dives from the maze down a service alley.

INT. MAIN DECK

Tank reaches out to the monitor.

TANK
No! Not down there!

EXT. ALLEY

It is a dead end.

Neo turns back as the Agents emerge from the market.

NEO
Uh, help! Need a little help!

INT. MAIN DECK

Tank frantically scans the monitor like a road map.

TANK
That door on your left.

EXT. ALLEY

Neo dives for it but --

NEO
It's locked.

TANK (V.O.)
Kick it in! Kick it in!

Peeling back, Neo almost kicks the door from its hinges, lunging from the Agents' BULLETS.

INT. APARTMENT BUILDING

Neo springs up the old crooked apartment building stairs.

TANK (V.O.)
Now down that hall.

He is halfway down the hall, running in sharp long strides when a DOOR EXPLODES open at the end.

TANK
Shit! The door on your left.

Neo lurches, kicking in an apartment door.

TANK
No! Other left!

He whirls back to his other left, battering through the DOOR which SPLINTERS, PERFORATED by BULLETS.

Tank barks directions in Neo's ear, guiding him zigzag through the apartment.

TANK (V.O.)
Right! Straight, then right!

An old woman watches TV as Neo blurs past her and into her kitchen, where another woman is chopping vegetables.

TANK (V.O.)
That window!

Neo throws it open, leaping for the fire escape just as a knife buries itself in the window casing.

TANK
Down! Down!

Tumbling down the RATTLING FIRE ESCAPE, Neo leaps the last ten feet into the alley below with Agent Brown right behind him.

INT. MAIN DECK

Finger on the monitor, Tank traces Neo's path.

TANK
That's it! You're almost there!
That fire escape at the end of the alley!

EXT. ALLEY

Neo scrapes himself to his feet, broken and bleeding, charging for the end of the alley.

Agent Smith suddenly pauses as if recognizing something; the faded NEON BUZZES: Chase Hotel.

INT. HOVERCRAFT

Tank loads the exit.

TANK
I'm going to make the call.

MORPHEUS
Do it!

Suddenly, the lights go red.

TRINITY
No.

Morpheus looks up.

MORPHEUS
Here they come.

EXT. SEWER MAIN

The Sentinels open and shift like killer kaleidoscopes as they attack, slamming down onto the Nebuchadnezzar.

INT. HOVERCRAFT

The hovercraft booms down as they hit. Morpheus opens the lock on the EMP detonator.

Trinity watches him.

MORPHEUS
He's going to make it.

EXT. ALLEY - DAY

Neo scrambles up the fire escape as BULLETS spark and RICOCHET around him.

On the third floor, he kicks in the window, jumping into the hall. The doors count backwards: 310... 309...

INT. MAIN DECK

Another systems ALARM sounds.

TANK

They've burned through the outer shields.

TRINITY

Hurry, Neo.

INT. HALL - DAY

Neo can hear the PHONE RINGING.

305... 304...

Agent Brown reaches the broken window behind him just as Neo grabs the handle of 303, throwing open the door to find --

Agent Smith, waiting, .45 cocked.

Neo can't move -- can't think --

BOOM.

INT. MAIN DECK

Neo's body jerks, and everyone hears it as the LIFE MONITORS SNAP FLATLINE.

Trinity screams. Morpheus stumbles back in disbelief.

MORPHEUS

No, it can't be. It can't be.

LASERS suddenly SEAR through the main deck as the Sentinels slice open the hull.

INT. HALL - DAY

Three holes in his chest, Neo falls to the blue shag carpeting, blood smearing down the wall paper. Agent Smith stands over him, still aiming, taking no chances.

AGENT SMITH

Check him.

INT. MAIN DECK

Amid the destruction raining around her, Trinity takes hold of Neo's body.

TRINITY

Neo...

INT. HALL - DAY

Kneeling beside him, Agent Brown checks his vital signs.

AGENT BROWN

He's gone.

Agent Smith ^{no} (smiles), standing over him.

AGENT SMITH

Good-bye, Mr. Anderson.)

said before.

INT. MAIN DECK

In tears, Morpheus takes hold of the EMP switch.

Trinity whispers in Neo's ear.

TRINITY

Neo, please, listen to me. I
promised to tell you the rest.
The Oracle, she told me that I'd
fall in love and that man, the man
I loved would be the One. You
see? You can't be dead, Neo, you
can't be because I love you. You
hear me? I love you!

Her eyes close and she kisses him, believing in all her heart that he will feel her lips and know that they speak the truth.

INT. HOTEL HALL - DAY

He does. And they do.

His eyes snap open.

INT. MAIN DECK

Trinity screams as the MONITORS JUMP back to LIFE. Tank and Morpheus look at each other.

It is a miracle.

(CONTINUED)

CONTINUED:

TRINITY

Now get up!

INT. HALL - DAY

Holding his chest, Neo struggles to get up. At the end of the hall, the Agents wait for the elevator when Agent Smith glances back. He rips off his sunglasses looking at Neo as if he were looking at a ghost.

Neo gets to his feet all three Agents grabbing for their GUNS. As one, they FIRE.

NEO

No!

Neo raises his hands and the bullets, like a cloud of obedient bees, slow and come to a stop. They hang frozen in space, fixed like stainless steel stars.

The Agents are unable to absorb what they are seeing.

Neo plucks one of the bullets from the air. We see him and the hall reflected in the bright casing. We MOVE CLOSER until the bullet FILLS our VISION and the distorted reflection morphs, becoming the "real" image.

He drops the bullet and the others fall to the floor.

Neo looks out, now able to see through the curtain of the Matrix. For a moment, the walls, the floor, even the Agents become a rushing stream of code.

INT. MAIN DECK

All three stare transfixed with awe as the scrolling code accelerates, faster and faster, as if the machine language was unable to keep up or perhaps describe what is happening.

They begin to blur into streaks, shimmering ribbons of light that open like windows, as --

Each screen fills with brilliant saturated color images of Neo standing in the hall.

TANK

How...?!

MORPHEUS

He is the One. He is the One!

An EXPLOSION shakes the entire ship.

INT. HALL

Agent Smith screams, his calm machine-like expression shredding with pure rage.

He rushes Neo. His attack is ferocious but Neo blocks each blow easily. Then with one quick strike to the chest he sends Agent Smith flying backwards.

For the first time since their inception, the Agents know fear.

Agent Smith gets up and attacks again but as he lunges, Neo disappears.

Spinning around he looks to the others and feels something, like a tremor before a quake, something deep, something that is going to change everything.

Suddenly a SEARING sound stabs through his earpiece as his chest begins to swell, then balloon as --

Neo bursts up out of him. Agent Smith screams, fighting what seems inevitable as Neo absorbs and envelops him, overtaking Smith as if he were now an Agent, until --

Only Neo is left.

Neo faces the remaining Agents. They look at each other, the same idea striking simultaneously --

They run.

INT. MAIN DECK

Sentinels are everywhere destroying the ship. A LASER cuts its way towards Morpheus who stands at the EMP detonator.

TRINITY

Neo!

INT. HALL

Again he hears her. He reacts to the RINGING PHONE, rushing towards it even as --

INT. MAIN DECK

The LASERS burn towards Morpheus. On the screen we see Neo dive for the phone as --

The LASER HITS.

(CONTINUED)

CONTINUED:

TRINITY

Now!

Morpheus turns the key.

INT. OVERFLOW PIT

A blinding shock of white light floods the chamber; Sentinels blink and fall instantly dead, filling the pit with their cold metal carcasses.

INT. HOVERCRAFT

In the still darkness, only the humans are alive.

TRINITY

Neo?

His eyes open. Tears pour from her smiling eyes as he reaches up to touch her.

And she kisses him; it seems like it might last forever.

FADE TO BLACK.

FADE IN:

CLOSE ON COMPUTER SCREEN

as in the opening. The cursor beating steadily, waiting.

A PHONE begins to RING.

It is answered and the screen fills instantly with the trace program. After a long beat, we recognize Neo's voice.

NEO (V.O.)

Hi. It's me. I know you're out there. I can feel you now.

We CLOSE IN ON the racing columns of numbers shimmering across the screen.

NEO (V.O.)

I imagine you can also feel me.

We DIVE THROUGH the numbers, SURGING UP THROUGH the darkness, SUCKED TOWARDS a tight constellation of stars.

(CONTINUED)

CONTINUED:

NEO (V.O.)

I know you're real proud of this world you've built, the way it works, all the nice little rules and such, but I've got some bad news.

We realize that the constellation is actually the holes in the mouthpiece of a phone. Seen from inside.

NEO (V.O.)

I've decided to make a few changes.

We SHOOT THROUGH the holes as Neo hangs up the phone.

He steps out of the phone and slides on a pair of sunglasses. He looks up and we RISE.

HIGHER...

... and HIGHER, until the city is miles below.

After a moment, Neo BLASTS BY us, his long black coat billowing like a black leather cape as he flies faster than a speeding bullet.

FADE OUT.

THE END

Term: time in real world?
 Understand 2nd coming
 Can only be one?
 → Real world - why not spend time in real world?
 Morphers et al. not
 → Somehow he is being affected infected by reality
 right control command wheels first.
 always in competition.

Can they agents move to REAR world?
 features of habits
 break habit in any way.
 he excitement.
 make this the secret?
 he answer.
 Zion
 hope control

something else happening behind eyes +

emotion - learned?
 programmed (to change with experience?)

two things at once
 information in form of dialogue while wholly involved in other activity

what causes the mood?
 each mood/state

Another state
 how to break that mood/state

where to go: next

make unit of armor more flexible.
 + intelligent
 uses defenses more imaginatively.

Why can no one else do what we do?
 Why have agents been before?
 Why don't agents disappear?
 Why is she?

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